

ORIGINAL

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Exhibits
1-8

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

PALLADIUM BOOKS, INC.,
a Michigan corporation,

Plaintiff,

vs

DECIPHER, INC.,
a Virginia corporation,

Defendant.

Case No.

04-72790

The Hon. **JOHN CORBETT O'MEARA**

MAGISTRATE JUDGE MONA K. MAJZOUB

FILED

JUL 23 2004

CLERK'S OFFICE
U.S. DISTRICT COURT
ANN ARBOR, MI

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Attorneys for Plaintiff

COMPLAINT AND JURY DEMAND

Plaintiff, Palladium Books, Inc. ("Palladium"), a Michigan corporation, complains against Defendant Decipher, Inc. ("Decipher"), a Virginia corporation, as follows:

Parties

1. Plaintiff Palladium is a Michigan corporation, with its principal place of business at 12455 Universal, Taylor, Michigan 48180.
2. Plaintiff is informed and believes that Defendant Decipher is a Virginia corporation, with its principal place of business at 253 Granby Street, Norfolk, Virginia 23510.

Jurisdiction and Venue

3. The claims asserted in this Complaint arise under the trademark laws of the United States, 15 U.S.C. §§ 1051, *et seq.*, and the statutory and common laws of the State of Michigan. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1331, 28 U.S.C. § 1338, 28 U.S.C. § 1367, and 15 U.S.C. § 1121.

4. Defendant is a foreign corporation that has transacted and continues to transact business within the State of Michigan, has purposefully availed itself of the privilege of doing business within the Eastern District of Michigan, and has done so on a continuous and systematic basis. Moreover, Defendant has committed tortious acts that have caused damages within the Eastern District of Michigan. This Court has personal jurisdiction over the Defendant pursuant to the Michigan long-arm statute, M.C.L. §§ 600.711 and 600.715.

5. Venue properly lies in the Eastern District of Michigan pursuant to 28 U.S.C. § 1391 (b) and (c). Acts giving rise to the following causes of action have occurred and are occurring in the Eastern District of Michigan, as well as elsewhere. Additionally, Defendant, a corporation, is subject to personal jurisdiction in the Eastern District of Michigan.

Factual Allegations Common to All Counts

A. Palladium and the Rifts® Family of Products

6. Palladium, a Michigan corporation headquartered in Taylor, Michigan, creates, develops, publishes, markets and sells fantasy and science-fiction role-playing games (RPGs) involving multidimensional travel and “rifts” (tears in space and time). Palladium has created a fantasy and science-fiction universe, or Megaverse®, populated by aliens, alien invaders, embattled humans, supernatural beings, time travelers, robots, powerful characters, and mythic figures, all of whom are engaged in wars or outer space conflicts and space adventures, using space-age weapons,

magic, armor and vehicles, and spacecraft. *See* Summer 2004 Catalog of Palladium Books, attached as Exhibit 1.

7. Palladium's most popular and renowned RPGs are in the Rifts® series. Rifts® is a series of games set 300 years in the future, after a major nuclear catastrophe has destroyed most of the world's population. The "rift" refers to a tear, or rip in the fabric of the universe. These rifts act as an extra-dimensional gateway, leading to scenarios involving aliens, cybertechnology and intricate military maneuvers for power. In the Rifts® scenarios, aliens and monsters have come through the Rifts® to invade the earth and fight against humans for control of the planet. Palladium published the first Rifts® game book in 1990 and since then has published more than 45 Rifts® titles. Palladium has licensed a Rifts® video game, to debut in 2005, which is being produced by Nokia, a global leader in video game technology, for use with Nokia's new N-Gage video game hardware. Palladium has also licensed Rifts® to Disney Studios for production of a major motion picture to be produced by world-famous action film producer Jerry Bruckheimer. Both of these developments have been widely publicized by Palladium in recent months.

8. In or about September 2000, Palladium contracted with Precedence Entertainment, which licensed the Rifts® marks and produced collectible card games (CCGs) based on the Rifts® fantasy and science fiction themes. Palladium currently markets and sells the Rifts® CCG.

9. Palladium has used the mark "Rifts®" in commerce since August 9, 1990. The mark is used extensively on Palladium's Rifts® products, including role-playing manuals, sourcebooks, books, novels, art portfolios, posters, limited edition prints, T-shirts, dice bags, catalogs, metal miniatures, the www.palladiumbooks.com website and in advertising.

10. Palladium's Rifts® products use a family of trademarks that incorporate the Rifts® mark, including Rifts® World Book™ (Volumes 1-27); Rifts® Dimension Book™ (1-9); Rifts®

Siege on Tolkeen™; Coalition Wars®; Rifts® Chaos Earth™; Rifts® Mercenaries™; The Rifter® (Volumes 1-27); RiftworkZ™; Rifts® Manhunter™; Rifts® Underseas™; Rifts® Japan™; Rifts® Lone Star™; Rifts® Canada™; Rifts® China One™; Rifts® Aftermath™; Rifts® Adventure Sourcebook™; Rifts® Bionic Sourcebook™; Rifts® Book of Magic™; Rifts® Game Master Guide™; Rifts® Conversion Book One™; and Rifts® Dark Conversion™. *See* Exhibit 1.

11. Palladium owns the following United States trademark registrations for “Rifts”: Reg. No. 2045806 RIFTS (Class 28); Reg. No. 1919924 RIFTS (Class 28); Reg. No. 2328782; and RIFTER (Classes 16 & 28). Copies of these registrations from the USPTO website are attached as Exhibit 2. The validity of the two registered RIFTS marks and of the registration of the marks, Palladium’s ownership of the marks, and Palladium’s exclusive right to use the registered marks in commerce for the goods mentioned above are incontestable under 15 U.S.C. § 1065 and 15 U.S.C. § 1115(b), as Palladium has filed the required affidavits with the Commissioner of Patents and Trademarks.

12. Palladium has applied for registration of the following trademarks in the United States Patent and Trademark Office: Serial No. 78317670 RIFTS (Class 16); Serial No. 76428920 RIFTS (Class 41). Copies of the United States Patent and Trademark Office website information for these pending applications are attached as Exhibit 3.

B. Decipher’s Infringement of Palladium’s Marks

13. Defendant Decipher is a Virginia corporation with its headquarters in Norfolk, Virginia. Decipher produces, markets and sells CCGs, mostly based on licensed fantasy and science fiction adventure themes, such as “Star Wars” and “Lord of the Rings.”

14. Decipher regularly does business in Michigan, with an interactive website and, according to its website, 50 retail outlets in Michigan.

15. In or about June 2004, Palladium became aware that Decipher had filed two applications for federal trademark registration of "THE MUMON RIFT WARS." The USPTO website information for these applications is attached as Exhibit 4.

16. A review of the Defendant's press releases reveals that as late as April 2004, Decipher intended to market its new CCG as "The Mumon Rip," a game about a "sci-fi universe" with "cool weapons." See Exhibit 5, attached. By May 18, 2004, however, the date Decipher filed its applications in the USPTO for "The Mumon Rift Wars," Decipher had changed the name of the game. A May 5, 2004 press release on Decipher's website states that Decipher CEO Warren Holland deliberately decided to change "rip" to "rift," despite having originally publicized and promoted the game under the "Mumon Rip" moniker. See Exhibit 6, attached. Decipher intends to market "The Mumon Rift Wars" as a CCG to consumers who play fantasy RPGs and CCGs involving a post-catastrophic future 300 years from now – the same year, in fact, in which Rifts® is set – with intricate battles against aliens who arrive through a rip in space. Thus, Decipher would clearly be in competition with Palladium's Rifts® family of products. See Exhibit 5.

17. Immediately upon learning of the existence of Decipher's applications and its press release, Palladium contacted its attorneys and had them send, on June 17, 2004, a cease and desist letter to Decipher, at the address contained in the applications.

18. An exchange of correspondence ensued, in which Palladium's attorneys confirmed to Defendant's attorneys that Palladium had been using the Rifts® family of marks for fantasy RPGs and CCGs nationally and internationally more than 14 years before Decipher began to use it. Palladium's attorneys reiterated that Defendant's use of a mark substantially similar to the Rifts® mark on products competitive with Palladium's created a likelihood of confusion among the consuming public and thus constituted trademark infringement. They again demanded that

Defendant cease and desist from its use of the mark. Copies of the correspondence are attached as Exhibit 7.

19. There has been no indication from Defendant's counsel that the Defendant would cease using a mark substantially and confusingly similar to the Rifts® mark or would abandon the trademark applications.

C. Irreparable Harm to Plaintiff

20. Defendant's continued use of a mark substantially similar to Palladium's trademark will cause substantial consumer confusion and, in turn, will cause Plaintiff irreparable economic harm. Palladium's advertising and marketing are targeted to unsophisticated teenagers and other fantasy and science fiction RPG players looking for an exciting RPG, CCG or video game. Many of these potential customers, who may have experience or be familiar with Palladium's high-quality and well-known products, will undoubtedly be confused and misled by the existence of a competitor's product – new and unproven – bearing a name clearly evocative of the well-known Palladium family of Rifts® products.

21. Defendant has already begun marketing "The Mumon Rift Wars" CCG by staging a demonstration of the game at the June 2004 Origins Game Convention in Columbus, Ohio, one of the largest game expositions in the United States. Defendant staged this demonstration subsequent to its receipt of both of Plaintiff's cease and desist letters. Moreover, Decipher has publicized its intention to use its new title on RPGs as well as CCGs, thereby increasing the likelihood of direct competition with Palladium. See Exhibit 8.

COUNT I – TRADEMARK INFRINGEMENT
15 U.S.C. § 1114 – (Section 32 of the Lanham Trademark Act)

22. Plaintiff Palladium repeats and realleges all allegations in Paragraphs 1-21 as though fully set forth herein.

23. At all times relevant hereto, Plaintiff Palladium has been the exclusive owner of the trademark “Rifts,” including the following United States trademark registrations for “Rifts”: Reg. No. 2045806 RIFTS (Class 28); Reg. No. 1919924 RIFTS (Class 28); and Reg No. 2328728 RIFTER (Classes 16 and 28), all of which are valid and subsisting.

24. Through continued and extensive use and advertising, the trademark “Rifts” has become exclusively identified with Plaintiff Palladium.

25. Defendant has infringed Plaintiff’s mark in interstate commerce by various acts, including promotion and marketing of “The Mumon Rift Wars” on its website and engaging in demonstrations of the card game at the Origins game exposition among potential customers of Palladium products. Defendant wrongfully used and continues to use a mark substantially similar to the mark Rifts® and/or other words, terms, names, symbols, or devices, in commerce, in connection with its goods.

26. Such use is without permission or authority of Plaintiff and is likely to cause confusion, to cause mistake, and to deceive as to the affiliation, connection, or association of Defendant with Plaintiff Palladium, or as to the origin, sponsorship, or approval of Defendant’s goods, services, or commercial activities, by Plaintiff Palladium.

27. Defendant’s violation of Plaintiff’s rights in the trademark “Rifts” is knowing, willful, deliberate, fraudulent, and intentional, and was made with the knowledge that such violation would damage Plaintiff and the trademark.

28. As a direct result of Defendant's violations, as aforesaid, Plaintiff Palladium has suffered substantial harm including, but not limited to, irreparable harm which cannot be remedied unless Defendant is enjoined from use of the trademarks.

WHEREFORE, Plaintiff prays that this Honorable Court issue judgment in favor of Plaintiff, providing as follows:

(a) That Defendant, its partners, directors and officers, agents, servants, employees, and all other persons in active concert or privity or in participation with Defendant, be enjoined from directly or indirectly using "Rifts" or any other trademark of Plaintiff Palladium, or any colorable imitation thereof, as part of any trademark, service mark or trade name, or in such a way as to be likely to cause confusion, mistake, or to deceive as to the affiliation, connection, or association of Defendant with Plaintiff Palladium, or as to the origin, sponsorship, or approval of Defendant's goods, services, or commercial activities, by Plaintiff Palladium;

(b) That Defendant be required to account to Plaintiff Palladium for all income and benefits received by Defendant from the use of Plaintiff's trademark, or colorable imitation thereof, and that Defendant be required to disgorge all such income;

(c) That Defendant be required to deliver to Plaintiff, at Defendant's sole expense, any and all goods or products which use or bear any trademark of Plaintiff's, or any colorable imitation thereof;

(d) That Defendant pay Plaintiff all damages, including treble damages, suffered by Plaintiff as a result of Defendant's violations of Plaintiff's rights under Section 32 of the Lanham Act, as aforesaid;

(c) That Defendants pay Plaintiff attorney fees, and all other damages available for violation of the Lanham Act, 15 U.S.C. §§ 1051, *et seq.*; and

(f) Granting Plaintiff such other relief as this Honorable Court deems just.

COUNT II – FALSE DESIGNATION
15 U.S.C. § 1125(a) -- (Section 43(a) of the Lanham Trademark Act)

29. Plaintiff Palladium repeats and realleges all allegations in Paragraphs 1-28 as though fully set forth herein.

30. At all times relevant hereto, Plaintiff Palladium has been the exclusive owner of the trademark "Rifts."

31. Through continued and extensive use and advertising, the trademark "Rifts" has become exclusively identified with Plaintiff Palladium.

32. Defendant has wrongfully used and continues to use the mark Rifts® and/or other words, terms, names, symbols, or devices, in commerce, in connection with its goods.

33. Such use is likely to cause confusion, or to cause mistake, or to deceive as to the affiliation, connection, or association of Defendant with Plaintiff Palladium, or as to the origin, sponsorship, or approval of Defendant's goods, services, or commercial activities, by Plaintiff Palladium.

34. Defendant's violation of Plaintiff's rights in the trademark "Rifts" is knowing, willful, deliberate, fraudulent, and intentional, and was made with the knowledge that such violation would damage Plaintiff and the trademark.

35. As a direct result of Defendant's violations, as aforesaid, Plaintiff Palladium has suffered substantial harm including, but not limited to, irreparable harm which cannot be remedied unless Defendant is enjoined from use of the trademarks.

WHEREFORE, Plaintiff prays that this Honorable Court issue judgment in favor of Plaintiff, providing as follows:

(a) That Defendant, its partners, directors and officers, agents, servants, employees, and all other persons in active concert or privity or in participation with Defendant, be enjoined from directly or indirectly using "Rifts" or any other trademark of Plaintiff Palladium, or any colorable imitation thereof, as part of any trademark, service mark or trade name, or in such a way as to be likely to cause confusion, mistake, or to deceive as to the affiliation, connection, or association of Defendant with Plaintiff Palladium, or as to the origin, sponsorship, or approval of Defendant's goods, services, or commercial activities, by Plaintiff Palladium;

(b) That Defendant be required to account to Plaintiff Palladium for all income and benefits received by Defendant from the use of Plaintiff's trademark, or colorable imitation thereof, and that Defendant be required to disgorge all such income;

(c) That Defendant be required to deliver to Plaintiff, at Defendant's sole expense, any and all goods or products which use or bear any trademark of Plaintiff's, or any colorable imitation thereof;

(d) That Defendant pay Plaintiff all damages suffered by Plaintiff as a result of Defendant's violations of Plaintiff's rights under Section 43(a) of the Lanham Act, as aforesaid;

(e) That Defendants pay Plaintiff attorney fees, and all other damages available for violation of the Lanham Act, 15 U.S.C. §§ 1051, *et seq.*; and

(f) Granting Plaintiff such other relief as this Honorable Court deems just.

COUNT III – TRADEMARK DILUTION
15 U.S.C. § 1125(c) -- (Section 43(c) of the Lanham Trademark Act)

36. Plaintiff Palladium repeats and realleges all allegations in Paragraphs 1-35 as though fully set forth herein.

37. At all times relevant hereto, Plaintiff Palladium has been the exclusive owner of the trademark "Rifts."

38. Through continued and extensive use and advertising throughout the United States and the world, the trademark "Rifts" has become exclusively identified with Plaintiff Palladium and has therefore become distinctive and famous.

39. Defendant has wrongfully used and continues to use the mark Rifts® and/or other words, terms, names, symbols, or devices, in commerce, in connection with its goods.

40. Such use is likely to dilute the distinctive quality of Palladium's trademarks.

41. Defendant's violation of Plaintiff's rights in the trademark "Rifts" is knowing, willful, deliberate, fraudulent, and intentional, and was made with the knowledge that such violation would dilute the trademark and trade on Palladium's reputation.

42. As a direct result of Defendant's violations, as aforesaid, Plaintiff Palladium has suffered substantial harm including, but not limited to, irreparable harm which cannot be remedied unless Defendant is enjoined from use of the trademarks.

WHEREFORE, Plaintiff prays that this Honorable Court issue judgment in favor of Plaintiff, providing as follows:

(a) That Defendant, its partners, directors and officers, agents, servants, employees, and all other persons in active concert or privity or in participation with Defendant, be enjoined from directly or indirectly using "Rifts" or any other trademark of

Plaintiff Palladium, or any colorable imitation thereof, as part of any trademark, service mark or trade name, or in such a way as to be likely to cause confusion, mistake, or to deceive as to the affiliation, connection, or association of Defendant with Plaintiff Palladium, or as to the origin, sponsorship, or approval of Defendant's goods, services, or commercial activities, by Plaintiff Palladium;

(b) That Defendant be required to account to Plaintiff Palladium for all income and benefits received by Defendant from the use of Plaintiff's trademark, or colorable imitation thereof, and that Defendant be required to disgorge all such income;

(c) That Defendant be required to deliver to Plaintiff, at Defendant's sole expense, any and all goods or products which use or bear any trademark of Plaintiff's, or any colorable imitation thereof;

(d) That Defendant pay Plaintiff all damages suffered by Plaintiff as a result of Defendant's violations of Plaintiff's rights under Section 43(c) of the Lanham Act, as aforesaid;

(e) That Defendants pay Plaintiff attorney fees, and all other damages available for violation of the Lanham Act, 15 U.S.C. §§ 1051, *et seq.*; and

(f) Granting Plaintiff such other relief as this Honorable Court deems just.

COUNT IV – UNFAIR TRADE PRACTICES
M.C.L. § 445.903 (Michigan Consumer Protection Act)

43. Plaintiff repeats and realleges all allegations in Paragraphs 1-42 as though fully set forth herein.

44. Defendant's conduct aforesaid has caused a probability of confusion or misunderstanding as to the source, sponsorship, approval, or certification of its goods or services.

45. Through its conduct aforesaid, Defendant has represented that its goods or services have sponsorship, approval, or characteristics that they do not have.

46. As a direct result of Defendant's violations, as aforesaid, Plaintiff Palladium has suffered substantial harm including, but not limited to, irreparable harm which cannot be remedied unless Defendant is enjoined from use of the trademark.

WHEREFORE, Plaintiff prays that this Honorable Court issue judgment in favor of Plaintiff, providing as follows:

(a) That Defendant, its partners, directors and officers, agents, servants, employees, and all other persons in active concert or privity or in participation with Defendant, be enjoined from directly or indirectly using "Rifts" or any trademark of Plaintiff Palladium, or any colorable imitation thereof, as a part of any trademark, service mark, or trade name, or in any way likely to cause confusion, mistake, or to deceive as to the affiliation, connection, or association of Defendant with Plaintiff Palladium, or as to the origin, sponsorship, or approval of Defendant's goods, services, or commercial activities, by Plaintiff Palladium;

(b) That Defendant be required to account to Plaintiff Palladium for all income and benefits received by Defendant from the use of Plaintiff's trademark, and that Defendant be required to disgorge all such income;

(c) That Defendant be required to deliver to Plaintiff, at Defendant's sole expense, any and all goods or products which use or bear any trademark of Plaintiff's, or any colorable imitation thereof;

(d) That Defendant pay Plaintiff all damages suffered by Plaintiff as a result of Defendant's violations of Plaintiff's rights under M.C.L. § 445.903, as aforesaid;

(e) That Defendants pay Plaintiff attorney fees, and all other damages available for violation of the M.C.L. § 445.903; and

(f) Granting Plaintiff such other relief as this Honorable Court deems just.

COUNT V – COMMON LAW UNFAIR COMPETITION

47. Plaintiff repeats and realleges all allegations in Paragraphs 1-46 as though fully set forth herein.

48. At all times relevant hereto, Plaintiff Palladium has been the exclusive owner of the trademark “Rifts.”

49. Through continued and extensive use and advertising, the trademark “Rifts” has become exclusively identified with Plaintiff Palladium.

50. Defendant has wrongfully used and continues to wrongfully use the trademark and/or colorable imitations thereof, in commerce, in connection with the sale, offering for sale, distribution, or advertising of its goods and services, in violation of Plaintiff Palladium’s rights under the Michigan common law of unfair competition.

51. Defendant’s conduct aforesaid is likely to cause confusion, or to cause mistake, or to deceive consumers and the public.

52. Defendant’s violation of Plaintiff’s rights in the trademark is willful, deliberate, fraudulent, and intentional, and was made with the knowledge that such violation would damage Plaintiff and the trademark.

53. As a direct result of Defendant’s violations, as aforesaid, Plaintiff Palladium has suffered substantial harm including, but not limited to, irreparable harm which cannot be remedied unless Defendant is enjoined from use of the service mark.

WHEREFORE, Plaintiff prays that this Honorable Court issue judgment in favor of Plaintiff, providing as follows:

(a) That Defendant, its partners, directors and officers, agents, servants, employees, and all other persons in active concert or privity or in participation with Defendant, be enjoined from directly or indirectly using Rifts, any trademark of Plaintiff Palladium, or any colorable imitation thereof, as any part of a trademark, service mark, or trade name, or in such a way as to be likely to cause confusion, mistake, or to deceive consumers or the public;

(b) That Defendant be required to account to Plaintiff Palladium for all income and benefits received by Defendant from the use of Plaintiff's trademark, or colorable imitation thereof, and that Defendant be required to disgorge all such income;

(c) That Defendant pay Plaintiff all damages suffered by Plaintiff as a result of Defendant's violations of Plaintiff's rights under the Michigan common law of unfair competition;

(d) That Defendants pay Plaintiff attorney fees, and all other damages available for violation of the Michigan common law of unfair competition; and

(e) Granting Plaintiff such other relief as this Honorable Court deems just.

COUNT VI – CONVERSION

54. Plaintiff repeats and realleges all allegations in Paragraphs 1-53 as though fully set forth herein.

55. The trademark "Rifts" is the personal property of Plaintiff Palladium and, at all times relevant, Plaintiff owned the trademark.

56. Palladium never authorized Defendant to use the trademark, or any colorable imitation thereof, in any manner.

57. Contrary to Plaintiff's rights in the trademark, Defendant has, by its conduct, intentionally exerted acts of dominion over the trademark.

58. Defendant's aforesaid conduct was wrongful, in denial of, and inconsistent with Plaintiff's rights in the trademark.

WHEREFORE, Plaintiff prays that this Honorable Court issue judgment in favor of Plaintiff, providing as follows:

(a) That Defendant, its partners, directors and officers, agents, servants, employees, and all other persons in active concert or privity or in participation with Defendant, be enjoined from directly or indirectly using Rifts, any other trademark of Plaintiff Palladium, or any colorable imitation thereof, as part of any trademark, service mark, or trade name, or in such a way as to be likely to cause confusion, mistake, or to deceive consumers or the public;

(b) That Defendant be required to account to Plaintiff Palladium for all income and benefits received by Defendant from the use of Plaintiff's trademark, or any colorable imitation thereof, and that Defendant be required to disgorge all such income;

(c) That Defendant pay Plaintiff all damages suffered by Plaintiff as a result of Defendant's tortious conversion of Plaintiff's trademark;

(d) That Defendant pay Plaintiff attorney fees, and all other damages, including treble damages, available for the tort of conversion under Michigan law; and

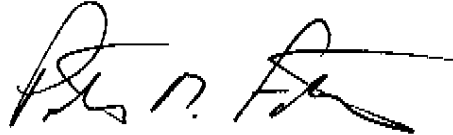
(e) Granting Plaintiff such other relief as this Honorable Court deems just.

WHEREFORE, Plaintiff prays that this Honorable Court enter judgment against Defendant and in Plaintiff's favor, granting Plaintiff a permanent injunction, and awarding to Plaintiff any amounts to which it is entitled, plus statutory costs, interest, and attorney fees and such other relief as it deems just.

Dated: July 23, 2004

JAFFE, RAITT, HEUER & WEISS, P.C.

By:



Peter M. Falkenstein (P61375)

Joan H. Lowenstein (P39422)

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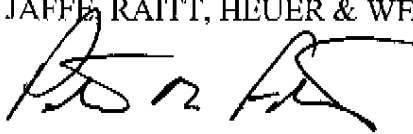
JURY DEMAND

NOW COMES Plaintiff Palladium Books, Inc. and demands a jury trial of all legal issues in this case.

Dated: July 23, 2004

JAFFE, RAITT, HEUER & WEISS, P.C.

By:



Peter M. Falkenstein (P61375)

Joan H. Lowenstein (P39422)

Attorneys for Plaintiff

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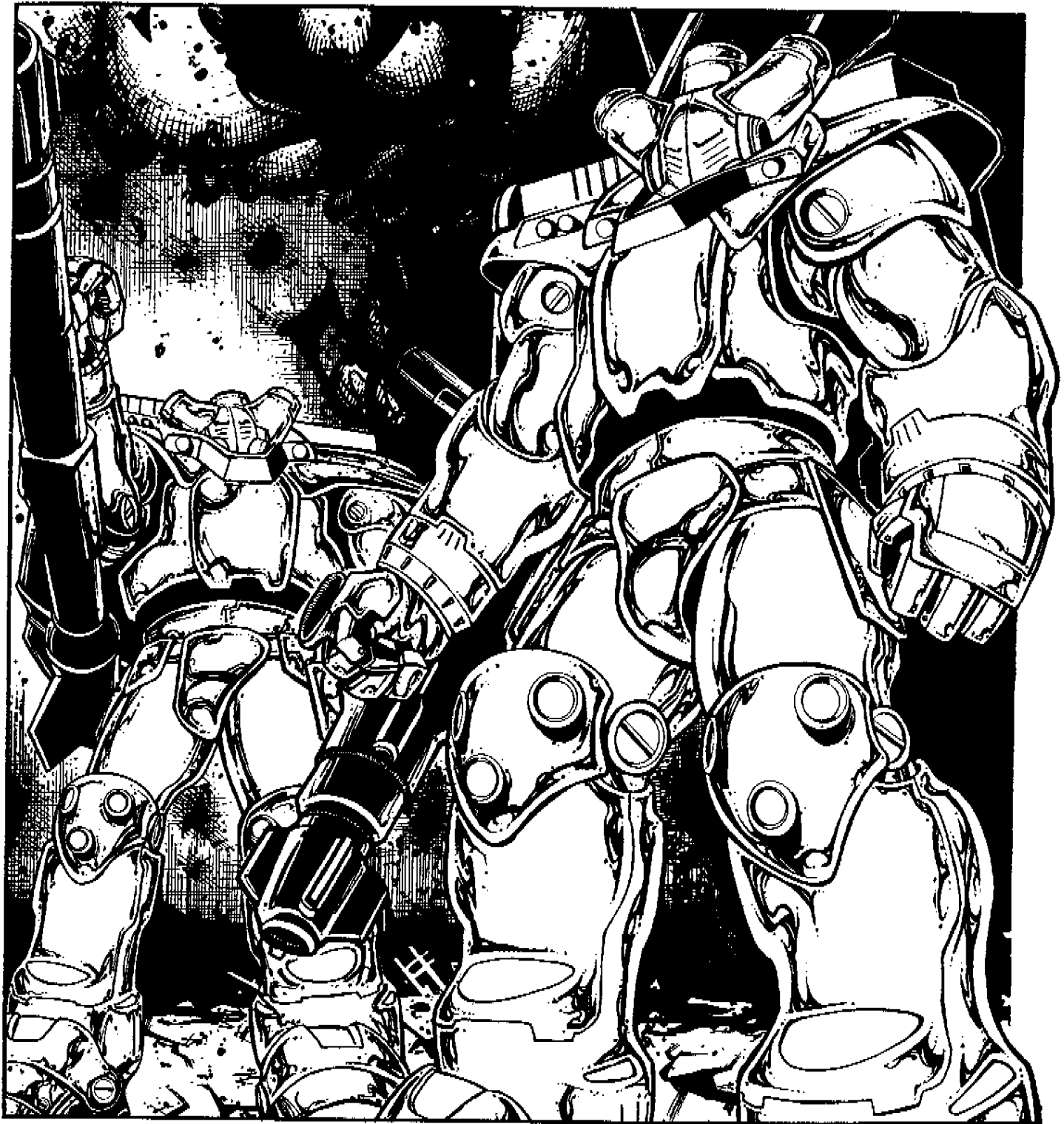
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Catalog of Palladium Books®

Summer 2004



**Discover the Palladium Megaverse®
– limited only by your imagination™**

Rifts® Movie

Jerry Bruckheimer producer

For those of you who haven't yet heard, Palladium Books has signed a film option agreement with *Walt Disney Pictures* to have *Jerry Bruckheimer Films* develop a live action, major motion picture based on the *Rifts®* role-playing game.

The most recent news is that David Franzoni, who wrote the screenplay for *Gladiator*, has been brought in to work on the *Rifts®* movie script.

Jerry Bruckheimer Films has produced some of the biggest blockbusters in film history, including such hits as *Pirates of the Caribbean*, *Top Gun*, *The Rock*, *Con Air*, *Armageddon*, *Blackhawk Down*, *Bad Boys I & II*, and many others, as well as hit TV shows *CSI*, *Cold Case* and *Amazing Race*. We expect exciting days ahead and look forward to working with Jerry Bruckheimer Films and Disney.

Surge – licensing agent for Rifts®

Licensing deals for *Rifts®* (and other Palladium properties) are being explored and a big announcement will be made at E3, the *Electronic Entertainment Expo*, this May. Others are sure to follow.

Kevin Siembieda, President of Palladium Books, and Mark Freedman, President of *Surge Licensing*, are happy to talk to parties interested in taking *Rifts®* and other Palladium intellectual properties into market areas. Disney will be handling licensing for the film.

Serious business people interested in licensing *Rifts®* for any number of products may contact Palladium Books Inc. or Surge Licensing directly.

Palladium Books® Online

www.palladiumbooks.com

For those of you with access to a computer, come visit Palladium's website. It offers chat rooms, message boards, an online catalog, the latest news and updates, extra RPG material from various titles, sneak previews of new product, and the opportunity to interact with other Palladium fans.

Origins® Game Expo 2004 – June 24-27

Columbus, Ohio – The place for Palladium gamers to meet

Origins is one of the largest game conventions in the world with more than 14,000 gamers in attendance last year.

This year *Origins* will be the place for fans of Palladium Books to gather, with all kinds of special events and offers to make a gamer dizzy with delight.

- More than 30 Palladium gaming events. Many run by Palladium creators like *Kevin Siembieda*, *Carmen Bellaire*, *Carl Gleba* and others. *Rifts®*, *Heroes Unlimited™*, *Palladium Fantasy RPG™*, *Beyond the Supernatural™*, and other favorites have events scheduled.
- Meet Palladium creators *Kevin Siembieda*, *Erick Wujcik*, *Carmen Bellaire*, *Wayne Breaux Jr.*, *Carl Gleba*, *Todd Yoho*, *Wayne Smith*, *Ramon Perez*, *Apollo Okamura*, *Mark Dudley*, *Brandon C. Clark*, and other Palladium folk. ALL available at our booth (#932) to chat and sign autographs.
- Get the new books and pick up on older titles you've been meaning to buy. And get 'em autographed by the writer and artists.
- Get rare, out of print books (on a first come, first served basis), original artwork and limited edition prints and portfolios.
- This should be the biggest coordinated gathering of Palladium creators and gamers *ever!*

Plus, *Origins* offers a big dealer room filled with other game companies, as well as hundreds of gaming events, panel talks, open gaming, art show, and fun by the ton.

For Convention Information , Contact: 303-635-2223 or check out the *Origins* convention website at www.originsgames.com.

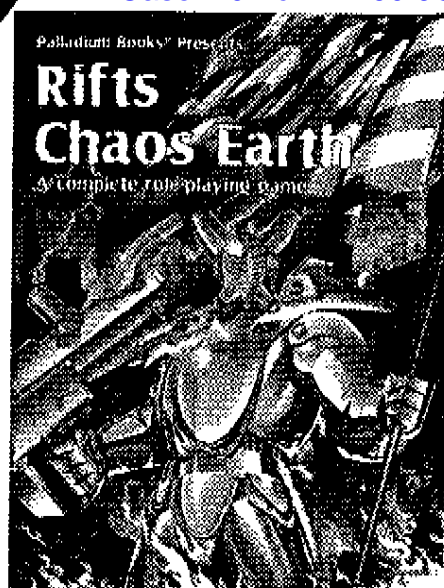
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Palladium Books®, *Rifts®*, *The Rifts®*, *Phase World®*, *Coalition Wars®*, *The Mechanoids®*, *The Mechanoid Invasion®*, *Nightbane®*, *The Palladium Fantasy Role-Playing Game®*, *After the Bomb®*, *RECON®* and *Megaverse®* are registered trademarks owned and licensed by Kevin Siembieda.

Splicers, *Chaos Earth*, *NEMA*, *Heroes Unlimited*, *Aliens Unlimited*, *Powers Unlimited*, *Ninjas & Superspies*, *Anvil Galaxy*, *Mechanoid Space*, *BTS-2*, *Beyond the Supernatural*, *Coalition States*, *CS*, *Triax & the NGR*, *Physcape*, *Juicer Uprising*, *Dinosaur Swamp*, *Federation of Magic*, *The New West*, *Spirit West*, *Mindwerks*, *Splynn Dimensional Market*, *Free Québec*, *MercTown*, *Wormwood*, *Skraypers*, *Wolfen Empire*, *Void Runners*, *Naruni*, *Glitter Boy*, *Crazies*, *Juicer*, *Cyber-Knight*, *Fai-Stalker*, *Dog Boy*, *Splugorth*, *Naruni*, *Xtixix*, *Emperor Prosek*, *Erlin Tarn*, *Lado*, *Victor Lazlo*, and other titles, names, character names and character likenesses are trademarks owned and licensed by Kevin Siembieda and Palladium Books Inc.

Printed in the USA.

Palladium Books Inc, 12455 Universal Drive, Taylor, MI 48180 USA



- A complete role-playing game. Available now.
- \$17.95 – 160 pages.
- Cat. No. 660 – ISBN 15747-084-6

Rifts® Chaos Earth™ RPG

The Great Cataclysm as it is happening

This is how it all began. The Great Cataclysm as it is happening.

Rifts® Chaos Earth™ is a new series of *Rifts®* books that tell the origin of Rifts Earth. It is set in the time of the Great Cataclysm, where player characters live through the Coming of the Rifts, the collapse of human civilization, and the onset of the Dark Ages. Though completely interchangeable with the *Rifts® RPG*, *Chaos Earth™* is a complete setting and time-line in and of itself and takes place 300+ years *before* the current *Rifts®* setting with the Coalition States. Thus, *Chaos Earth™* is truly unique and different, with new O.C.C.s, heroes, villains, magic and concepts.

A blast for long-time *Rifts®* players familiar with *Rifts Earth* 300 years in the future, because they can actually play their planet's unknown past and perhaps even play some long lost relative.

New gamers can jump right in from the very beginning in a game setting that is clear cut, direct and easy to understand. The magic has returned at levels that are off the scale, human civilization has just collapsed, the demon plagues are in full swing, pandemonium reigns and you are humanity's last and only hope for survival. The *Chaos Earth™ RPG* presents the setting and introduces NEMA defenders, a tri-national (US, Canada & Mexico) law enforcement and para-military organization dedicated to protecting North America. Though overwhelmed, the heroes of NEMA continue to fight. Their high-tech weaponry (the CS has based the SAMAS and other weapons on NEMA technology) gives them an advantage, but is it enough? The *Rise of Magic* sourcebook will present a new breed of practitioners of magic, and psychics will appear in one of the next sourcebooks. The role-playing game sets the stage and sourcebooks fill in the details.

- A whole new look at the world you thought you knew.
- Overview and history of the Great Cataclysm.
- Introduction of NEMA – the *Northern Eagle Military Alliance* – heroes who struggle to save lives and bring peace to chaos.
- 11 different character classes, including power armor and robot pilots, the Para-Arcane, Demon & Witch Hunter, Chromium Guardsman, Silver Eagle and more.
- NEMA power armor, robots, weapons, equipment and vehicles.
- Adventure ideas and mission parameters.
- A complete role-playing game with all the rules and data you need to play, just add dice, players and imagination.
- Written by Kevin Siembieda. Compatible with *Rifts®* and all its sourcebooks.

Rifts® Chaos Earth™

Sourcebook One: *Creatures of Chaos*

The surface of the planet has been devastated by storms, earthquakes, tidal waves and the return of magic. Only pockets of civilization have survived.

Then come the *Demon Plagues*.

Creatures of Chaos™ is jam-packed with unearthly creatures that represent the menacing and the bizarre, the mischievous and the maniacal. Some are supernatural hellspawn, others are just plain weird, all are dangerous.

- 20+ demons and monsters specific to the Apocalyptic setting. All new.
- Information on Chaos Storms and Ley Lines.
- More on NEMA and how they respond to the Demon Plagues.
- Cover by Mark Evans. Interior art by Williams, Dubisch and others.
- Completely compatible with *Rifts®*.
- \$10.95 – 64 pages. Written by Kevin Siembieda.
- Cat. No. 661 – ISBN 1574757-092-7

Rifts® Chaos Earth™

Sourcebook Two: *The Rise of Magic*

The return of magic has empowered humans with strange and wondrous powers unlike anything quite yet seen (and different from most conventional types of magic). This only complicates things for Earth's defenders as the line of distinction between "good guys" and "bad guys" begins to blur.

The *Demon Plagues* still rage and with them come demon worshippers, Witches, Necromancers, and cult figures all drawing magic from dark forces. Some make a bid to be kings over frightened survivors, others serve the lords of chaos and work to tear human civilization apart.

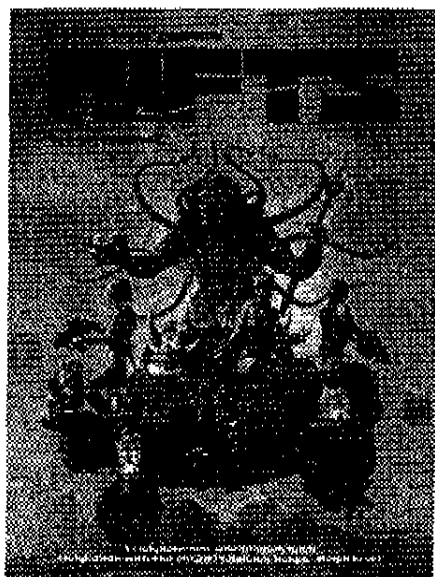
- New types of magic specific to the Apocalyptic setting.
- New magical Occupational Character Classes (O.C.C.s).
- More on NEMA and the Demon Plagues.
- Cover by Mark Evans. Interior art by Williams and others.
- \$10.95 – 64 pages. Written by Kevin Siembieda.
- Cat. No. 662 – ISBN 1574757-093-5

Rifts® Chaos Earth™ Sourcebook Three: NEMA Mission Book One

NEMA is holding its own in the Chicago area when a rogue Special Ops group appears and demands they surrender to their barbaric rule. The new enemy are Juicers and a motley band of ex-military and NEMA renegades. This is NEMA's first true threat from fellow humans and they must triumph or everything they have fought so hard to build and preserve comes tumbling down.

The book also includes additional ideas for NEMA missions, the survival of humankind, heroics and adventure.

- A rogue Juicer Special Forces operation makes a bid for power.
- Juicers and Juicer variants, plus some new weapons and gear.
- More on NEMA plus adventure scenarios, adventure ideas and settings.
- Completely compatible with Rifts®. Cover by Freddie Williams.
- \$10.95 – 64 pages. Written by Kevin Siembieda.
- Cat. No. 663 – ISBN 1574757-096-X



The Role-Playing Game

We estimate more than one million gamers have played Rifts®. And that number continues to grow every day.

Sometime in Earth's future, after an age of peace and technological advancement, global war plunged the world into fire and madness.

Billions of people perished, sending immeasurable amounts of psychic energy into the world's mystic ley lines that crisscross the planet. The ley lines flared to life with unstoppable waves of energy, creating storms, earthquakes, and dimensional anomalies. Where two ley lines crossed, the very fabric of space and time were torn asunder creating *dimensional Rifts* to other worlds. All manner of creatures and magic spilled forth from the Rifts onto the dying Earth, inadvertently *transforming* it into an alien landscape! (See *Rifts® Chaos Earth™* for that saga.)

It is approximately 300 years later (nobody knows for sure). Human beings are emerging from a dark age to reclaim the planet. A strange and alien Earth inhabited by unimaginable, and sometimes terrible, creatures.

Thus, the Earth has become a place of contradiction and infinite possibilities. Alien and supernatural beings roam the planet. Ancient gods, vampires, faeries, dragons and alien monstrosities co-exist with human cyborgs, androids, giant robots, high-tech mercenaries and dimensional raiders. Creatures of legend, demons, and alien visitors may use magic or technology to bolster their already formidable powers, while humans augment themselves with implants, bionics, power armor, chemical enhancement, magic and alien technologies.

Beyond Rifts Earth is the entire Megaverse® – infinite worlds accessible through the dimensional Rifts!

Rifts® is a multi-genre role-playing game that captures the elements of magic and the supernatural along with science fiction and high technology. It spans countless dimensions, making anything and everything possible. Players are limited only by their imaginations!

Rifts® is a complete role-playing game that can stand alone or be combined with characters and elements from the entire Palladium Megaverse®. Players can easily bring in characters from *The Palladium Fantasy RPG®*, *Heroes Unlimited™*, *Nightbane®*, *RECON®*, *After the Bomb®* or any of Palladium's RPG lines.

- Nearly 30 unique Occupational and Racial Character Classes including Cyber-Knights, 'Borgs, Glitter Boys, Psi-Stalkers, Dog Pack (mutant humanoid dogs), Juicers, Crazies, Techno-Wizards, Ley Line Walkers, and many others.
- Supernatural and magical creatures like the dragon, are available as player characters, other are horrifying menaces from the Rifts.
- Bionics and cybernetics, offer a vast range of mechanical augmentation.
- Psionics include the Burster and Mind Melter O.C.C.s with a range of unique psychic abilities.
- Magic! In addition to characters like the Ley Line Walker, Mystic and Shifter, there is the art of *Techno-Wizardry*, the true synthesis of magic and technology.
- Super-technology with Mega-Damage™ body armor, energy weapons, rail guns, power armor, and human augmentation.
- The Coalition States. Humankind's salvation, or its own nightmare?
- Written by Kevin Siembieda.
- Cover by Keith Parkinson! Interior art by Kevin Long and others.
- Still only \$24.95 – 256 pages! 16 in full color.
- Cat. No. 800 – ISBN 0-916211-50-9

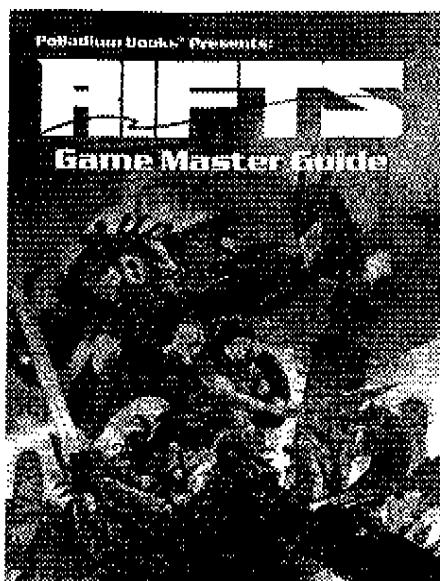
Mutants in Orbit™

Rifts® Space: The startling answers to the question of what lays within Earth's orbit, on the moon and Mars. A.R.C.H.I.E. Seven, the Cyberworks Corporation, CAN Republic, Virtual Reality Defense System, three new Glitter Boys, the Steel Dragon, robots, killer satellites, mutants, monsters and more! Half the book (60 pages) has stats and history applicable to *Rifts®* and half for *After the Bomb®*. Written by Kevin Siembieda and James Wallis.

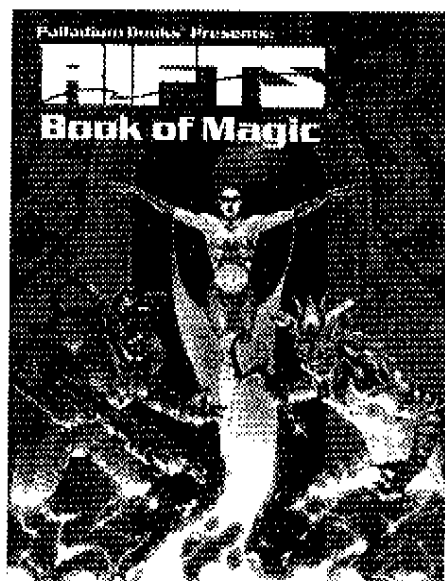
Still only \$11.95 – 120 pages. Cat. No. 514 – ISBN 0-916211-48-7

Rifts® Game Master Guide – Core Book

This core *Rifts®* book is back in print and ready to ship. It is a massive 352 page tome jam-packed with weapons, equipment, body armor, robots, power armor, and vehicles from every *Rifts®* World Book #1-23, Sourcebooks 1-4 and Siege on Tolkeen 1-6! This helpful reference book is a must have resource for Game Masters and an easy guide for players.



- Hundreds of weapons collected from over 30 Rifts® books.
- Vehicles, power armor and other equipment collected from over 30 Rifts® books.
- All Skill descriptions and Psionic powers gathered into one book.
- Experience tables for all character classes from World Books 1-23.
- Strength tables and rules clarifications.
- Designer notes and G.M. tips.
- Indexes for O.C.C.s, R.C.C.s & monsters.
- World maps & reference material galore.
- 101 adventure ideas, and more.
- Written by Siembieda, Coffin and others.
- \$26.95 – 352 pages. Cat. No. 845 – ISBN 157457-067-6

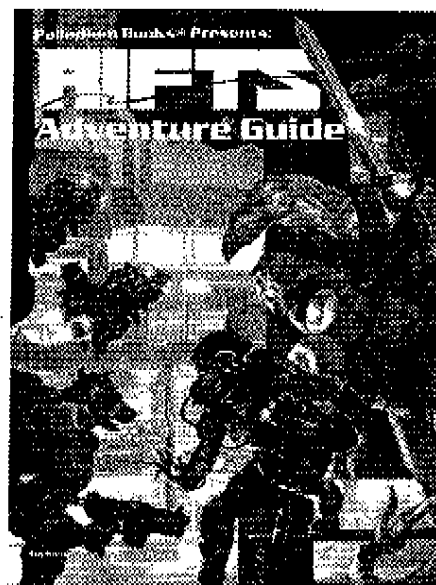


Rifts® Book of Magic – Core Book

This core book contains all the magic spells from over a dozen different types of magic disciplines from World Books #1-23, Sourcebooks 1-4 and Siege on Tolkien 1-6! It is also a vital reference for Rifts® Chaos Earth™, Rifts® Federation of Magic, the Rifts® China books and all Rifts® titles. Don't get caught without it.

- More than 850 spells!
- Elemental, Necromancy, Spoiling Magic, Conjuring and other magicks.

- Magic Tattoos, Stone Magic, Temporal Magic, and Living Fire Magic.
- Cloud Magic, Whale Songs, Ocean Magic, and Shamanism.
- Techno-Wizard vehicles and devices, rune weapons, amulets, fetishes & magic items.
- Optional rules & clarification on magic and more.
- \$26.95 – 352 pages. Cat. No. 848 – ISBN 157457-069-2



Rifts® Adventure Guide

Great for new G.M.s, this is the ultimate beginner's reference for creating and running Rifts® adventures. Lots of sound suggestions, tips, information, and creation tables.

- More than 150 adventure ideas!
- Dimensional Rift creation tables.
- Tables for creating cities, towns, and organizations.
- Finding and building on ideas, and creating names.
- Tips on adventure design, running the game and more.
- Written by Siembieda, Wujcik and Coffin.
- \$21.95 – 192 pages. Cat. No. 849 – ISBN 157457-072-2



Rifts® Mercenaries™

This book is filled with exciting mercenary O.C.C.s, weapons, equipment, merc organizations, information, great art and adventure ideas.

- Nine mercenary Occupational Character Classes including the Bounty Hunter, Professional Thief, Spy, Safecracker, and Smuggler.
- Rules for creating mercenary organizations.
- Hints and suggestions for playing a mercenary campaign.
- A half dozen major mercenary companies and their key officers.
- Naruni Enterprises (scum bags almost as bad as the Splugorth), Iron Heart Industries, The Manistique Imperium and more.
- Weapons, ammunition, force fields, aircraft, tanks, boats, power armor, robots & vehicles.
- Zillions of ideas and suggestions for adventures.
- Written by C.J. Carella & Kevin Siembieda.
- Still \$16.95 – 160 pages. Cat. No. 813 – ISBN 0-916211-70-3



Rifts® Conversion Book One – “Revised”

The new, updated and expanded edition for adapting and bringing characters, weapons and powers into **Rifts®** or vice versa, as well as rules clarifications, optional tables, and ideas for adventure.

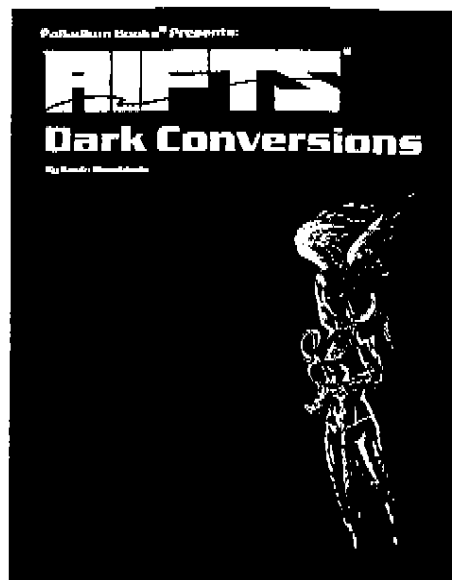
- Specific conversions for over 120 different characters.
- Rifts® stats for 75 monsters, giants, and humanoids.
- 40+ optional player races, including intelligent monsters, giants, superhumans, Wolfen, Minotaurs, Ratlings, Elves and others.
- General conversion rules of adapting other Palladium games.
- Conversion rules for the Second Editions of *Heroes Unlimited™*, *After the Bomb®* and *Palladium Fantasy RPG®*, *Ninjas & Superspies™*, and *BTST™*.
- Written by Kevin Siembieda.
- \$22.95 – 192 pages. Cat. No. 803 – ISBN 0916211-53-6

Rifts® Conversion Book Two: Pantheons of the Megaverse®

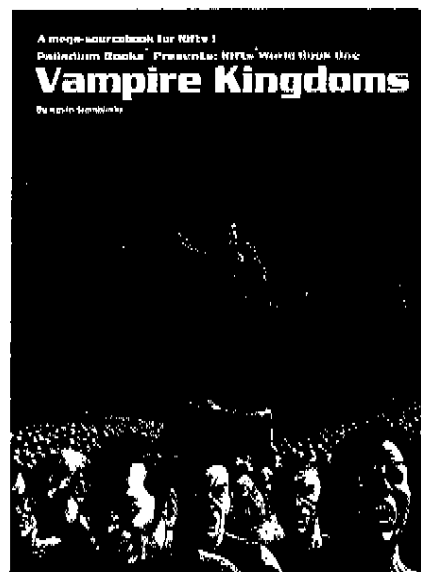
Discontinued. Sorry, but watch for the all new **Rifts® Dragons & Gods™**.

Rifts® Conversion Book Three: Dark Conversions

A Conversion Book dedicated to creatures of darkness, undead, demons, and monsters. Has conversions and specific Rifts® stats for 120+ creatures, as well as some rules clarifications, optional tables, and ideas for adventure.



- Specific conversions for more than 120 different characters.
- Alien Intelligences, Elementals, Demons and Deevils.
- Select supernatural beings from *Beyond the Supernatural™*.
- Legions of Undead from *Palladium Fantasy*.
- The Nightbane and the Nightlords and their minions from *Nightbane® RPG*.
- Written by Kevin Siembieda with others.
- \$22.95 – 192 pages. Cat. No. 852 – ISBN 157457-79-X

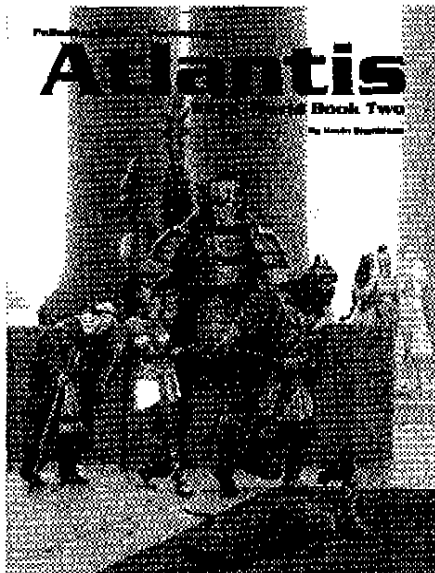


Rifts® World Book 1: The Vampire Kingdoms™

Delve into the world of vampires as you've never imagined them in your wildest nightmares! Entire cities of blood sucking fiends preying on humans and D-Bees. Some treat humans like cattle (as in a domesticated animal to be bred, fattened and eaten/drained), others enslave and abuse humans, while others are surprisingly civilized and love their submissive humans, like favorite pets.

Plus world data focusing on New Mexico, Central America, and parts of South America. More villains, monsters, animals, adventure ideas, maps of the land and major communities, ley line locations, monsters and menaces other than vampires, new weapons, and equipment.

- Vampires, their kingdoms, society, hierarchy, powers and diabolical plots.
- Techno-Wizard weapons for slaying vampires.
- 12 optional Racial Character Classes.
- Traveling shows, carnivals and freak shows.
- The famous Reid's Rangers. Protectors of the people ... or are they?
- Mayan gods, demons, werebeasts, dragon slayers, and other monsters & D-Bees.
- Central America mapped and detailed. Adventure ideas, villains and more.
- Written by Kevin Siembieda. Illustrated by Truman and Long.
- Still \$16.95 - 176 pages. Cat. No. 802 - ISBN 0-916211-52-5



Rifts® World Book 2: Atlantis

Rifts® Atlantis is an alien civilization transplanted to Earth. It is a multi-dimensional kingdom inhabited by monstrous aliens dominated by the Splugorth. Ley lines are tapped by giant, mystic pyramids. Anything and anybody can be bought or sold at the Dimensional Market at Splynn, while the city of Dragcona serves as a haven for dragons and supernatural beings. Located in the southern mountains is the Gargoyle Kingdom and to the north is the Valley of Wonders. Alien creatures lay claim to the land and others are sold at the trans-dimensional slave markets.

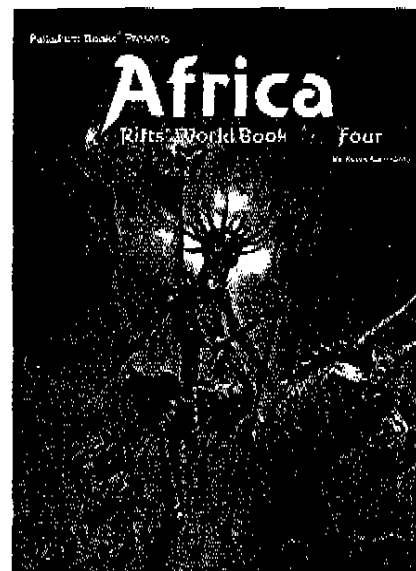
- Over 20 optional player characters, including Tattooed Men, True Atlanteans, Undead Slayers, Sunaj Assassins, Stone Masters, aliens, and others.
- Stone Magic: The manipulation of rock, drawing power from gems, and the wonders of pyramid technology.
- Tattoo Magic that enables T-Men to bring their tattoos to life, creating mystic weapons, animals and monsters.
- Bio-Wizardry: the magic of the Splugorth incorporating living organisms for transmutation, augmentation and the creation of magic weapons and devices.
- Rune Magic, general types of weapons, a dozen specific rune items and other magic weapons, statues, gems, and creations of all kinds.
- Complete stats on the Splugorth and their many minions.
- Atlantis, briefly described, The City of Dragons, Ley Line Storms and more.
- Cover by Keith Parkinson.
- Still \$16.95 - 160 pages. Written by Kevin Siembieda.
- Cat. No. 804 - ISBN 0-916211-54-1



Rifts® World Book 3: England

Rifts® England seethes with mystic energy from hundreds of ley lines and nexus points, transforming the British Isles into a land of enchantment and home to the legendary Millennium Tree, Brain Trees, ancient gods, Temporal Raiders and Wizards, Woodland Druids, Dryads, Blood Druids, Nexus Knights, Ghost Knights, Stonchenge and more.

- Temporal magic, with 25 new spells and three related O.C.C.s.
- Herb magic with magic teas, potions, wands, staves, poisons & Herbalist.
- 21 New O.C.C.s, the Chiang-Ku dragon & Temporal Wizard.
- The Millennium Tree, intelligent, benevolent and magical.
- New Camelot, a place of bright hope and dark magic.
- Monsters and villains. Cover by Keith Parkinson.
- Still \$16.95 - 152 pages. Written by Kevin Siembieda.
- Cat. No. 807 - ISBN 0-916211-57-6



Rifts® World Book 4: Africa

Rifts® Africa outlines key types of magic, places, people, customs, and societies of Rifts Africa. Plus the demonic Four Horsemen of the Apocalypse threaten to destroy all life on Earth. Once life has been

obliterated on Earth, the monsters will use the dimensional Rifts to carry their destruction throughout the Megaverse®. If they can be defeated one at a time, the Earth and the entire Megaverse may be spared. Failure means oblivion for all.

- **The Four Horsemen of The Apocalypse!** Four of the most powerful monsters ever.
- **Nine new O.C.C.s and R.C.C.s.**
- **Mind Bleeder R.C.C. and its psionic powers!**
- **Necromancy and the Necromancer O.C.C.**
- **Character stats for Erin Tarn and Victor Lazlo.**
- **The return of Egyptian Gods and their minions.**
- **New weapons, vehicles, and magic.**
- **The Phoenix Empire, ruled and inhabited by monsters.**
- **Africa mapped and outlined.**
- **Still \$16.95 – 160 pages. Written by Kevin Siembieda.**
- **Cat. No. 808 – ISBN 0-916211-58-4**



Rifts® World Book 5:

Triax™ & The NGR™

A spectacular 224 page book of robots, power armor, weapons and the creations of Triax™ and the New German Republic (NGR); the most powerful *human* kingdom on Earth.

- **Over 60 high-tech Triax™ creations:** body armor, power armor, giant robots, cyborgs, androids, combat vehicles, tanks, fighter jets, weapons and equipment.
- **Over 20 new Occupational Character Classes** including NGR soldiers, the Euro-Juicer, gypsies, and gargoyles.
- **The Gargoyle Empire, with their own giant robots, armor, and weapons.**
- **The New German Republic, its history, allies and enemies.**
- **Written by Kevin Siembieda. Art by Kevin Long.**
- **\$21.95 – 224 pages. Cat. No. 810 – ISBN 0-916211-60-6**

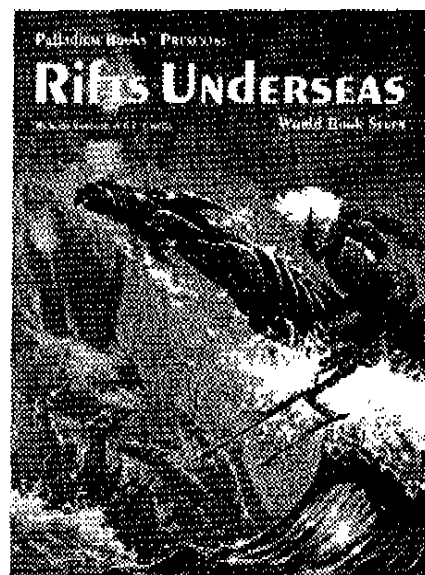
Rifts® World Book 6:

South America One

Explore the jungles of **South America** and discover the secrets of Biomancy, living power armor, anti-monster cyborgs, bio-modified female super-warriors, reptilian D-Bees, pincer warriors, voodoo priests, and dark conspiracies. Plus, pirates, insectoid D-Bees, dragons, new weapons and equipment, magic, adventure and more!



- **Over 20 new O.C.C.s and R.C.C.s** including the Amazon warrior, Monster Hunter, Lizard Men, Flying Tigers, Fellnoids, minions of Inix, pirates, warriors & more.
- **Biomancer O.C.C., bio-weaponry, and Biomancy magic.**
- **Voodoo magic, priests, spirits and characters.**
- **New Kittani weapons, high tech and magic weapons and equipment.**
- **World information** includes legendary El Dorado, Pyramid City, The Land of the Lizard Men, The Splugorth of Atlantis, The Pirate Kingdom, vampire wars, slavers, D-Bees and monsters.
- **Still \$16.95 – 168 pages. Written by C.J. Carella.**
- **Cat. No. 814 – ISBN 0-916211-71-1**



Rifts® World Book 7: Rifts Underseas™

Rifts® Underseas is a fabulous world as unique and expansive as any **Rifts® Dimension Book™!** Gamers may be surprised at the scope of characters, abilities and adventure available to them, both undersea and on dry land.

- **10 O.C.C.s** including Marines, Ocean Wizards, Sea Druid, & Sea Inquisitor.
- **20 R.C.C.s** including the Whale Singer, Sea Titan, Amphib, Dolphins, Horune Pirates, and others.
- **Over 40 Ocean Magic spells, 20 Whale Songs, plus Dolphin Magic.**

- Underwater bionics, power armor and weaponry.
- Submarines, submersible aircraft carriers, mini-subs, aircraft, robots and more.
- Tritonia, the New Navy, and other kingdoms, each with its unique history, technology, and O.C.C.s.
- The Lord of the Deep and his terrible minions.
- More on Triax™, Atlantis and other places.
- Gene-Splicer™ creations, ley line mutants, Dead Pools, and an entire world of adventure as strange and wondrous as any alien world.
- Still \$20.95 – 216 pages. Written by Siembieda & Carella.
- Cat. No. 815 – ISBN 0-916211-72-X



Rifts® World Book 8: Rifts Japan

Four pre-Rifts cities suddenly materialize from a pocket dimension. For them, three days have passed since the Great Cataclysm began, for the rest of humankind its has been 300 years. Pre-Rifts Glitter Boys, people, and technology clash with anti-technology traditionalists, magic, and Oni demons! Traditional O.C.C.s like the Samurai, Mystic Ninja, Yamabushi priest and warrior monks, blend with high tech marvels like the Dragon-Borg, Ninja Juicer, and Cyberoid.

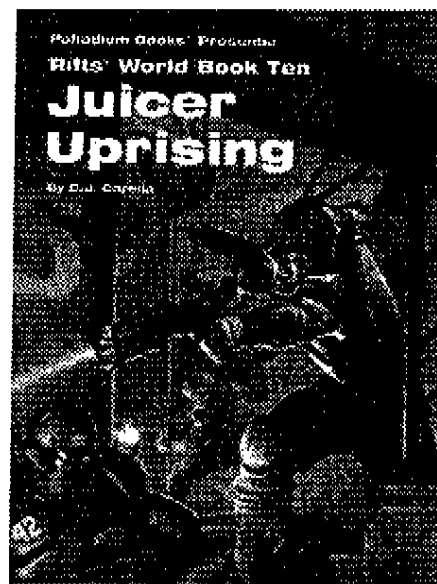
- Dragon Cyborgs and new bionics and implants
- Japanese dragons, demons, monsters and magic.
- Japanese body armor, robots, power armor and weapons.
- Over 20 character classes including Demon Queller, Samurai, Mystic Ninja, Juicer Ninja, Glitter Force Trooper, Tengu Birdmen, and others.
- Mysticism and martial arts. The "living" samurai sword, and more.
- World information about Japan and surrounding areas. Lots of insight and info about the high-tech Republic of Japan, the anti-technologists of the New Empire, the evil Otomo Shogunate, the monster ridden Zone and more.
- Written by Kevin Siembieda with Pat Nowak.
- \$21.95 – 216 pages. Cat. No. 818 – ISBN 0916211-88-6

Rifts® World Book 9: South America Two™

Rifts South America is a hotbed of intrigue and conflict. There are the mysteries of the Nazca Lines (a magic, alien defense system), the

return of ancient gods, alien invaders, mutants, Inca undead, trans-dimensional raiders, and more. Tons of great new character classes, magic, weapons, armor and equipment.

- Over 30 new O.C.C.s and R.C.C.s.
- The Nazca line maker and line drawing magic.
- Larhold magic of the Blue Flame.
- The return of the Inca Empire led by the return of the Inca gods.
- The Silver River Republic, conspiracies and war.
- Written by C.J. Carella. Cover by Brom.
- Still \$20.95 – 192 pages. Cat. No. 819 – ISBN 0916211-89-4



Rifts® World Book 10: Juicer Uprising™

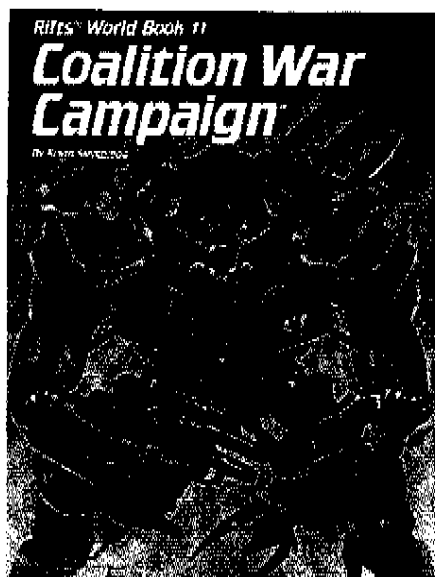
A Coalition plot fools a number of innocent people into undergoing Juicer augmentation. When the *lies* are revealed, a Juicer army rises up to lay siege to the CS city of Newtown. Chaos erupts as Juicers, bandits and outlaws ravage the countryside. Action packed adventure and source material.

- 15 new types of Juicer O.C.C.s, including the Hyperion speed-demon, the giant Titan with his supernatural strength, the mysterious Mega-Juicer, the Dragon Juicer (dependent on the blood of dragons to sustain his powers) and others.
- The Juicer O.C.C., developed and expanded; the motivations behind these suicidal warriors, and the process and effects of being "juiced" completely described.
- The Prometheus Treatment: Immortality for the Juicers or a Coalition lie?
- More world information, Newtown, Fort El Dorado & hints of things to come.
- \$17.95 – 160 pages. Written by C.J. Carella with Siembieda.
- Cat. 820 – ISBN 0-916211-92-4

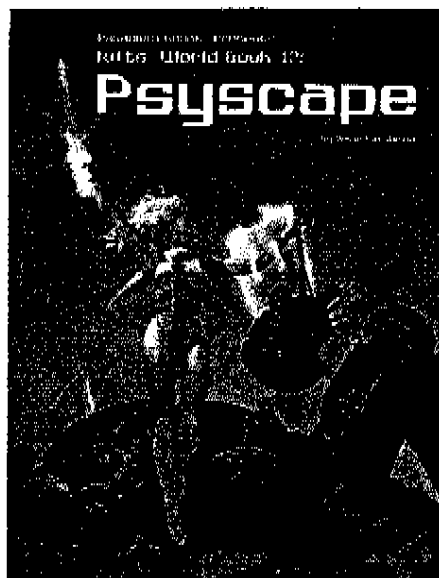
Rifts® World Book 11: Coalition War Machine

This is "the" guide to Coalition military vehicles, power armor, weapons, and equipment. Emperor Prosek launches a surprise military campaign of conquest and genocide, starting the Siege on Tolkeen, the (short-lived) war on Free Quebec and unveiling a new high tech army.

- CS power armor and robots like the SAMAS, Super SAMAS, Hellraiser, Hellfire, Glitter Boy Killer, Terror Trooper and others.



- Tanks, APCs, the Spider Scout Walker, hover cars, rocket bikes, mobile fortress, aircraft, & more.
- Skelebots, Dead Boy armor, weapons & equipment.
- More than a dozen CS military O.C.C.s including CS Cyborg, CS Juicer, Ranger, Ace, Special Forces, Robot pilots & more.
- The ISS, Psi-Net, and NTSET city protectors & Police.
- CS military activity, troop movement, build-ups and invasion plans.
- The Coalition's military bases, structure, ranks, key leaders, etc.
- World information and maps about the Coalition States and North America.
- Still \$20.95 – 224 pages. Written by Kevin Siembieda.
- Cat. No. 821 – ISBN 0916211-93-2



Rifts® World Book 12: Psyscape™

Fabled Psyscape™, the stuff of myths and legends revealed at last! The history, power and key figures of this mysterious realm.

- 11 New psychic O.C.C.s like the Psi-Ghost, Psi-Nullifier, Psi-Slayer, Zapper & others.
- 20 new monsters, some psychic, many just evil.
- Cybernetic psi-implants and side effects.
- Notable factions, villains, and heroes.

- The danger of Nyla Harvester of Souls.
- Psyscape, D-Bees, aliens, dark secrets and world information.
- Written by Kevin Siembieda. Cover by John Zeleznik.
- Still \$16.95 – 160 pages. Cat. No. 822 – ISBN 0-916211-94-0



Rifts® World Book 13: Lone Star

Birthplace of the Dog Boys and scene of forbidden and horrific experiments on human and mutant animals. Background on the Lone Star Complex and the mad man who runs it.

- 20 new R.C.C.s, six of them Dog Boys.
- History and background on Dog Boys and runaway mutants.
- History and background on the Lone Star Complex.
- Combat hover cycles and misc. equipment.
- Cybernetic psi-implants and side effects.
- The Pecos Empire, bandits and cutthroats.
- Written by Kevin Siembieda. Cover by John Zeleznik.
- Still \$16.95 – 176 pages. Cat. No. 825 – ISBN 157457-000-5



Rifts® World Book 14: New West™

At last, the Western Wilderness. Called the New West, it is a no man's zone filled with bandits, Simvan Monster Riders, dinosaurs, monsters, intrigue and danger.

- 17 new O.C.C.s, including the Cowboy, Gunslinger, Psi-Slinger, CyberSlinger, Bounty Hunter, and Justice Ranger.
- 9 R.C.C.s and 25 monsters of the New West.
- The history of Wilk's Inc. and a new array of weapons.
- Bandito Arms, the western arm of the Black Market.
- New body armor, robot vehicles and weapons.
- Techno-Wizard items, weapons and vehicles.
- Cloud Magic and the Golden Ones.
- The Colorado Baronies: Kings of Techno-Wizardry.
- "The Law" – or what passes for it.
- Overview of the New West™, maps & world information.
- Written by Kevin Siembieda & Chris Kornmann.
- Still \$20.95 – 224 pages. Cat. No. 826 – ISBN 1-57457-001-3



Rifts® World Book 15: Spirit West™

An in-depth look at the *new* American Indian, various tribes, cultures, magic, and gods. While the White Man wars with D-Becs, sorcerers and his brothers in the East, the Red Man is quietly building new nations in the West.

- 11 new O.C.C.s, including several different Shamans, Totem Warrior and others.
- New magic spells and powers.
- Fetish magic — powerful magic items.
- Kachina Dolls and the cult behind them.
- Animal Totems that help shape and empower characters.
- Ancient Indian Spirits and Gods.
- Indian history, culture and beliefs in the New West.
- Notable Indian nations, places, maps and world information.
- A Wonderful exploration of another culture.
- Written by Wayne Breaux Jr. with Kevin Siembieda.
- Still \$20.95 – 208 pages. Cat. No. 827 – ISBN 1-57457-002-1

Rifts® World Book 16: Federation of Magic™ Revised

Rifts® Federation of Magic™ delves into the legendary Magic Zone and explores the many factions, faces and magicks of the Federation of Magic.

- 34 pages of brand *new* source material on the city of Dweomer.
- Plus the all the popular original material, of which highlights include:



- Eight magic O.C.C.s (character classes).
- Techno-Wizard devices, vehicles and Federation of Magic Automotons.
- Alistair Dunscon, diabolical leader of the Federation of Magic.
- History and overview of the Federation of Magic, notable places and people.
- The movers and shakers of the Federation of Magic, both good and evil.
- Key figures in the Federation.
- The Federation's plans to destroy the CS, maps & world information.
- Written by Siembieda & Murphy. Cover by Keith Parkinson.
- \$17.95 – 160 pages (34 new). Cat. No. 829 – ISBN 1-57457-005-6



Rifts® World Book 17: Warlords of Russia™

Rifts Russia is a savage wilderness infested by demons and other supernatural horrors. From the chaos, the Warlords have risen as Russia's self-proclaimed saviors, but they are also its conquerors and tyrants who use fear, force and hordes of monstrous cyborgs to dominate the land. This book focuses on the people and Warlords of Russia, their goals, armies, weapons and technology.

- The Warlords of Russia, their armies, politics, plans and enemies (which includes other Warlords).
- The Sovietski and its history.
- Cyborgs like you've never seen 'em.
- Over 20 O.C.C.s.
- Weapons, bionics and vehicles.
- Hostile territories & monstrous enemies.
- World information & adventure ideas.
- Written by Siembieda & Krueger.
- Still \$20.95 – 224 pages. Cat. No. 832 – ISBN 157457-010-2



Rifts® World Book 18: Mystic Russia™

This book is rich in monsters and magic based on Russian mythology and superstition. Rifts Russia is a land unlike anywhere else. The wilderness abounds with mischievous spirits, shape changers and demons. Several unique types of magic are also found in Russia (including a comprehensive look at Necromancy). Plus more on the Sovietski, the country and the people.

- Magic galore! Over 100 new spells.
- Nature and Spoiling Magic.
- Living Fire Magic.
- Bone Magic & Necromancy.
- Russian Gypsies and their secrets.
- 28 Russian demons & spirits.
- Sovietski tanks & war machines.
- More world information & adventure ideas.
- Written by Kevin Siembieda.
- Still \$16.95 – 176 pages. Cat. No. 833 – ISBN 157457-011-0

Rifts® World Book 19: Australia

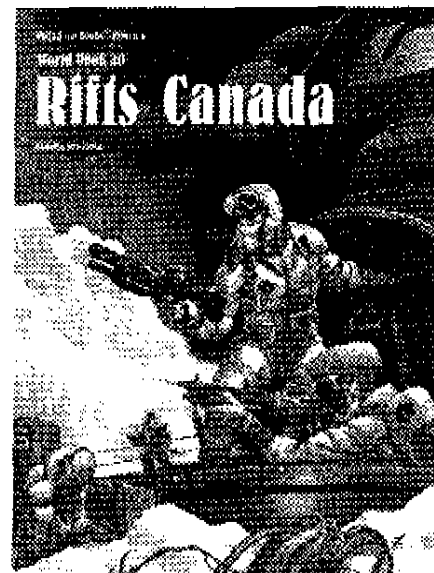
The Land Down Under has been ravaged by the Great Cataclysm and madness even more than most places. Humankind survives as *Outbackers* (low-tech survivalists and scavengers) and the *City-Goers* (the few who live amongst technological splendor after turning their backs on the rest of humanity). Both are hard-hearted, paranoid, & cruel. Both may become the equivalents of the Coalition States Down Under.

Rifts Australia is a savage and alien land reshaped by the Coming of the Rifts and the brutality of survival. A land inhabited by strange creatures and forces of magic.

- The Tech-Cities Melbourne & Perth.



- Rules for creating Outback towns.
- Over 20 O.C.C.s like the Roadganger, Jackaroo, Bushranger & Road Sentinel.
- Mystic O.C.C.s include the Sham-Man & Songjuicer.
- Mutants, monsters, and Dreamtime menaces.
- New weapons and technology.
- World information and adventure ideas.
- Still \$20.95 – 224 pages. Written by Lucas & Siembieda.
- Cat. No. 834 – ISBN 157457-018-8



Rifts® World Book 20: Rifts® Canada

An in-depth overview of Canada, its population centers, great cities, ruins, wilderness and supernatural horrors.

- Rules for surviving a cold wilderness environment.
- Notable towns and independent kingdoms.
- Headhunter O.C.C. redefined (5 different types).
- Tundra Rangers and their weapons and vehicles.
- Over two dozen monsters and D-Bees.
- Inuit Shaman, spirits, magic and Techno-Wizard items.
- Tons of world information, adventure ideas & more.
- Still \$20.95 – 192 pages. Cat. No. 835 – ISBN 157457-025-0



Rifts® World Book 21: Splynn Dimensional Market™

Atlantis Book Two takes us to the legendary **Splynn Dimensional Market**. A place where it is said that one can purchase *anything*, including forbidden magic, alien technology and humanoid slaves. Anything goes and one must fend for one's self. The only laws are those governing commerce, and life and death.

- The Splynn Market's history, laws, and description in detail.
- More than two dozen places of interest and key figures.
- New magic, magic items, rune weapons and Faerie Weapons.
- New Bio-Wizard organisms, Symbiotes and devices.
- 15 new monsters and aliens.
- Many avenues of adventure and intrigue.
- Written by Sumimoto & Siembieda.
- Wrap-around cover by Zeleznik.
- Still \$20.95 – 192 pages. Cat. No. 836 – ISBN 157457-027-7



Rifts® World Book 22: Free Quebec™

The Coalition War between Free Quebec and the Coalition States. Though the war becomes short-lived and the CS turns all of its attention on wiping out Tolkeen, this book presents all of Free Quebec's defenses, secrets and war machines.

- Quebec's Glitter Boy Legions & six new types of GBs.
- Cyborg Shock Troopers and the GB Side Kick.
- The Quebec Army and Navy, its weapons and vehicles.
- Violator SAMAS, Cyborg Shock troopers, Sea Dragon & more.
- Old Bones, a place for rumors and spying.
- Key people, history and world information.
- Written by DesRochers & Siembieda.
- Still \$20.95 – 192 pages. Cat. No. 837 — ISBN 157457-030-7



Rifts® World Book 23: Xiticix Invasion™

Peter Murphy and Kevin Siembieda (the team behind *Rifts® Federation of Magic*) delve into the frightening and alien world of the insect-like humanoids known as the Xiticix.

- New varieties of Xiticix.
- Xiticix magic and psionics.
- Xiticix weapons and technology.
- The Xiticix's domains in North America.
- A look inside the hive network.
- New O.C.C.s and R.C.C.s.
- Still \$16.95 – 160 pages. Cat. No. 838 – ISBN 157457-031-5

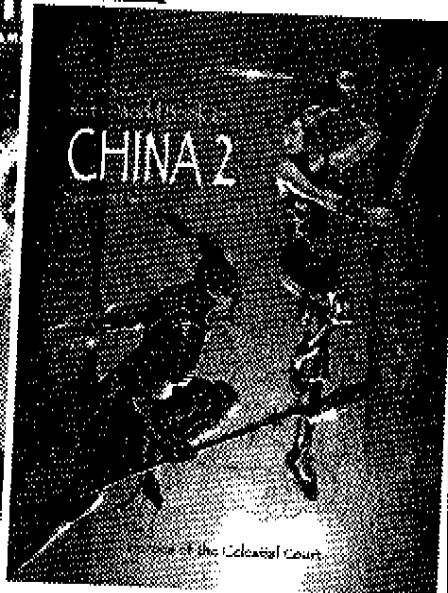
Rifts® World Book 24: China One

There is no where on Earth that is more dangerous than Rifts China. The Yama Kings war against themselves and all of humanity, bringing the ten Chinese Hells to manifest in China. Rifts® China, Book One presents the Hells on Earth setting, monsters, demons, villains and more. A smash hit with Rifts fans everywhere.

- The Yama Kings and their Hells on Earth.
- 30 Chinese horrors – demons, ghosts & spirits.
- 20+ Chinese curses.
- Overview of Rifts China, key people & places.
- Written by Kevin Siembieda and Erick Wujcik.
- \$17.95 – 160 pages. Cat. No. 857 – ISBN 157457-094-3

Rifts® World Book 25: China Two

Rifts® China Two presents the heroes the Celestial Court and the champions of the people. This book is filled with awesome player characters (O.C.C.s).



- The Celestial Court.
- Martial Artist character classes – Rifts® style!
- Oriental Mystic powers and magic.
- Secret Monasteries where the Demon Quellers and other champions train.
- More background and setting, for Rifts China.
- Written by Erick Wujcik.
- \$17.95 – 160 pages. Cat. No. 858 – ISBN 157457-095-1

Rifts® World Book 26:

Dinosaur Swamp

The swamps of Florida and other parts of the south are described and mapped for intrepid explorers and treasure hunters.

- Mega-Damage Dinosaurs and monstrous mutants.
- New O.C.C.s, including Wilderness Barbarians, Eco-Wizards, and others.
- The Secret of the Swamps – Florida, Georgia, and the Carolinas all outlined.
- More world background, adventure and adventure ideas.
- Written by Todd Yoho. Cover by John Zeleznik.
- \$17.95 – 160 pages. Cat. No. 862. ISBN 157457-104-4

Coming for Rifts® this Summer

Rifts® MercTown One: A rough and tumble haven for mercenaries, bounty hunters, raiders and fugitives mapped and described. Includes weapon dealers and other shops, job placement agencies, fences, miscellaneous weapons and gear, and other key people and places who cater to mercenaries and scoundrels. Written by Patrick Nowak and Kevin Siembieda. \$17.95 – 160 pages. Coming 2004.

Rifts® Merc Weapons & Gear: More weapons, armor, vehicles, power armor, bionics and gizmos used by the mercenaries of Rifts Earth. Written by Patrick Nowak and Kevin Siembieda. \$17.95 – 160 pages. Coming Summer 2004.

Rifts® Arzno: The city of Arzno in Arizona. Born from a mercenary camp, Arzno has become a full-fledged city-state. But can it survive the vampire threat? The core of the city mapped and described, key leaders, new mercenary equipment, armor, weapons and vehicles, as well as villains and adventures. Written by Jason Richards. \$17.95 – 160 pages. Coming 2004.

Rifts® World Book: Lazlo: At last, the city of Lazlo mapped and described. Key figures discussed and statted out, key places, shops, magic items, and more. Written by Carmen Bellaire and Kevin Siembieda. Final size and price not yet determined (probably 160 to 192 pages). Tentative Fall or Winter 2004, release.

Rifts® Dragons & Gods – new material created specifically for Rifts®, 160-192 pages.

Rifts® Adventure Sourcebooks – a variety of subjects will keep on coming.

Rifts® Chaos Earth™ series – more on NEMA, practitioners of magic, psychics, Juicers, madness, invasions and adventure as one fights to survive the Great Cataclysm.

Rifts® World Book: Africa Two: Legacy of the Four Horsemen – cancelled, at least for now. May be rescheduled for a 2005 release.

Rifts® Australia Two: Dreamtime – cancelled, at least for now.



Rifts® Adventure Book Series

A series of 48-64 page books placed in a particular setting or focusing on a particular group, people, or O.C.C. in a specific environment. Each book presents an adventure setting and ideas, plus material on which to build your own adventures. All are written by Kevin Siembieda with a little help from his friends.

• **Rifts® Adventure Sourcebook: Chi-Town 'Burbs – Forbidden Knowledge.** Overview and history of the Chi-Town 'Burbs. Key people and places in the 'Burb of Firetown, with maps, stats, rumors and plenty of adventure hooks.

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• **Rifts® Adventure Sourcebook: Chi-Town 'Burbs – Firetown & the Tolkeen Crisis.** Retribution Squads are out for blood, magic and forbidden books are flooding in from the fallen Kingdom of Tolkeen and trouble seems to be brewing in every corner. Revenge Squad Ragnarok, and more of Firetown described and mapped, with a ton of adventure hooks and rumors.

\$10.95 – 64 pages. Cat. No. 854 – ISBN 157457-085-4

• **Rifts® Adventure Sourcebook: Chi-Town 'Burbs – The Black Vault.** Learn about the mysterious Black Vault where the Coalition States lock away forbidden and dangerous magic items. The history of the Black Vault, its defenses and protectors, CS Anti-Magic Recovery Squads and 101 new magic items!

\$8.95 – 48 pages. Cat. No. 855 – ISBN 157457-086-2

• **Rifts® Adventure Sourcebook: Chi-Town 'Burbs – The Vanguard.** Practitioners of magic born in the early days of Chi-Town before the formation of the Coalition States, and who are loyal to the CS. Learn their history and their reasons for working for the Coalition, and

why they kill and undermine other practitioners of magic. Six new Vanguard O.C.C.s, their methods of operation, adventure ideas and Vanguard agendas. Vanguard members as optional player characters plus the Firetown 'Burb Part Three.

\$8.95 – 48 pages. Cat. No. 856 – ISBN 157457-091-9

• **Rifts® Adventure Sourcebook: The Republicans.** A mysterious group of people said to have survived the Great Cataclysm but work in secret. Are they real or myth?

\$10.95 – 64 pages. Cat. No. & ISBN not yet assigned. Coming in 2004.

Rifts® Bionics Sourcebook

A compendium of *cybernetics* and *bionics* found on Rifts Earth. Includes new and old items, information, and stats in one useful book.

- **The Cyborg O.C.C. redefined – Four main types:** Partial 'Borg, Full Conversion 'Borg, Cyber-Humanoid, and Mining 'Borg, as well as notes on Slave 'Borgs.
- **Six City Rat O.C.C.s and the Cyber-Snatcher Villain NPC.**
- **Over 160 cybernetic systems:** weapons, sensors, implants, etc.
- **Over 120 bionic systems:** weapons, tools, sensors, armor and more.
- **More on the Cyber-Doc and Black Market cybernetics.**
- **Written by Kevin Siembieda.**
- **\$13.95 – 112 pages. Cat. No. 850 – ISBN 157457-075-7**

Rifts® Sourcebook One

Out of print and discontinued. May be revised in the future.

Rifts® Sourcebook Two: The Mechanoids®

A.R.C.H.I.E.-3 and Hagan have inadvertently unleashed **The Mechanoids®** into the world. Creatures with one driving goal: To destroy all humanoid life! This book has it all. Source material, the Mechanoids, new equipment, monsters and adventure. Written by Kevin Siembieda.

\$12.95 – 120 pages. Cat. No. 805 – ISBN 0916211-55-X

Rifts® Sourcebook Three: Mindwerks™

Out of print and may be discontinued.

Rifts® Sourcebook Four: Coalition Navy™

An in-depth look at the burgeoning power of the Coalition Navy, its robots, subs, ships, weapons, troops and organization. Navy O.C.C.s, ranks and objectives, Sea SAMAS, Trident power armor, Sea-Spider Walker, Navy body armor and other equipment, CS warships, submarines, patrol boats, water sleds and more. Written by Patrick Nowak with Kevin Siembieda.

\$12.95 – 128 pages. Cat. No. 828 – ISBN 1-57457-003-X

Rifts® Coalition Wars®:

Siege on Tolkeen™

A six part series chronicling the war between the Coalition States and the magic kingdom of Tolkeen. The ultimate magic vs technology scenario. All are written by *Kevin Siembieda* with a little help from his friends.

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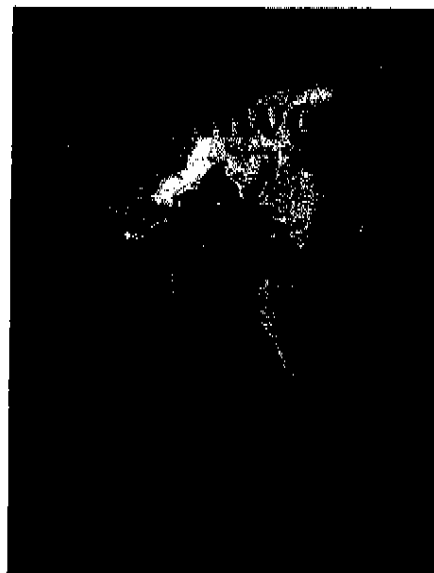
• **Coalition Wars® Three: Sorcerers' Revenge.** Tolkeen's surprise blitzkrieg routs the CS and sends the mighty Coalition army in retreat. More than a dozen D-Bees, 25 NPC Tolkeen warriors, and adventure generation tables. \$12.95 – 112 pages. Cat. No. 841 – ISBN 157457-050-1

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• **Coalition Wars® Five: Shadows of Evil.** The Coalition Military is back with a vengeance. Random encounters, heroes, villains and key places. \$12.95 – 112 pages. Cat. No. 843 – ISBN 157457-052-8

• **Coalition Wars® Six: Final Siege.** The City of Tolkeen in its final days, mapped and described. Freehold, the city of dragons, described. King Creed and 40 NPCs described in detail. Plus secret weapons and the fall of Tolkeen. \$20.95 – 224 pages. Cat. No. 844 – ISBN 157457-053-6

• **Rifts® Aftermath.** An overview of North America and the world after the fall of Tolkeen. How have things changed? A great reference that outlines most of Rifts Earth, circa 109 P.A. \$21.95 – 208 pages. Cat. No. 846 – ISBN 157457-068-4



Rifts® Dimension Book One: Wormwood

Wormwood™ is a weird, decadent, and violent world ruled by demonic creatures and evil clergy who control powerful kingdoms of monsters and enslave humans. The demonic destroyers command the

Crawling Towers and *Life Force Cauldrons* to do their bidding. One of countless alien worlds linked to Rifts Earth by the many dimensional gateways of the ley lines.

- 17 new Occupational Character Classes & R.C.C.s, including the Apok, Holy Terror, Worm Speaker, Symbiotic Warrior, Knights of the Temple, Priest and others.
- Over 30 horrific monsters, villains and characters.
- Symbiotic Magic, Slime, Crystal Magic, and mystic weapons.
- A 20 page comic strip by Tim Truman & Flint Henry!
- Written by Siembieda. Based on concepts and characters created by Timothy Truman and Flint Henry. Art by Truman, Henry, Petersen, & Siembieda.
- Still \$16.95 – 160 pages. Cat. No. 809 – ISBN 0-916211-59-2

Rifts® Dimension Book 2:

Phase World®

Phase World™ is an incredible trans-dimensional city that is also a space port located at the edge of the Three Galaxies. This means that visitors come not only from other dimensions but from the neighboring galaxies as well. Consequently, *Phase World* is one of the more unique ports in the Palladium Megaverse. Engage in cosmic adventure, space exploration, smuggling, bounty hunting and more.

- The people, empires and technology of the Three Galaxies.
- Techno-Wizard spaceships, power armor and weapons.
- Phase technology and space ships, robots, weapons and equipment; Cosmo-Knights, Kreeghor and Prometheans.
- Over 30 new O.C.C.s and R.C.C.s.
- More on the Naruni and Splugorth.
- Written by C.J. Carella.
- \$19.95 – 208 pages. Cat. No. 816 – ISBN 0-916211-73-8

Rifts® Dimension Book 3:

Phase World® Sourcebook

The exciting companion book to *Phase World®*, with more alien races, weapons, armor, spaceships and adventure. Plus more about the Kreeghor Empire, the Cosmic Forge, Naruni Enterprises, and the Cosmo-Knights.

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- \$12.95 – 112 pages. Cat. No. 817 – ISBN 0-916211-79-7

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Epic super-hero adventure on an alien planet as alien heroes fight to liberate their world from the tyranny of the world conquering Tarlok.

- Character creation and world information.
- New superpowers, weapons and equipment.
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- Written by Siembieda, based on the art & concepts of Zeleznik.
- Wrap-around cover and interior art by John Zeleznik.
- \$16.95 – 160 pages. Cat. No. 830 – ISBN 0-916211-78-9

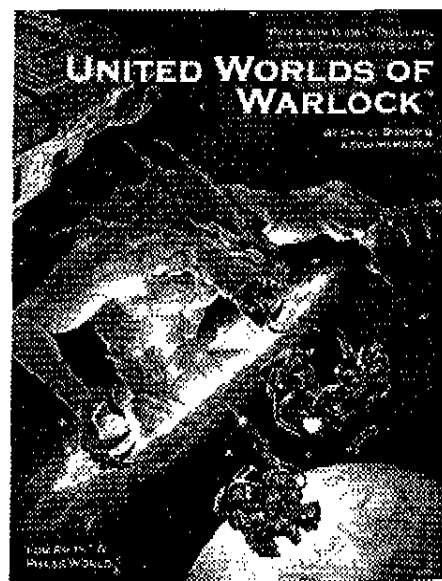
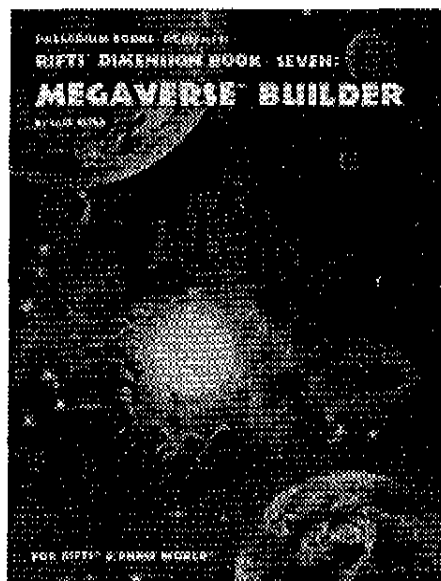
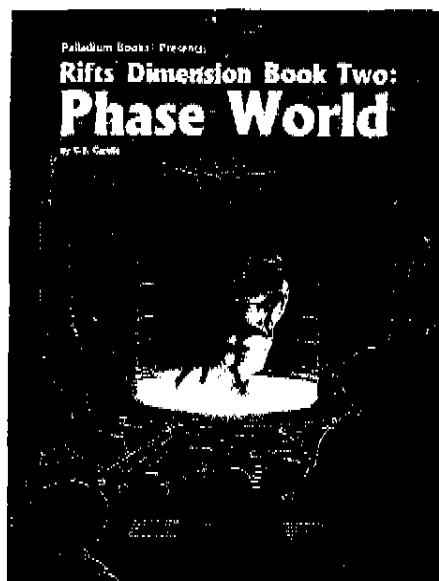
Rifts® Dimension Book 5: *Phase World®* The Anvil Galaxy™

This *Phase World®* sourcebook presents a dynamic overview of the Anvil Galaxy, and its many alien races, technologies, conflicts and secrets.

- Legends of the Cosmic Forge and the escalating Forge War.
- Overview of the Anvil Galaxy.
- Nearly 20 alien races, including Star Elves, Ratanoids & Zebuloids.
- More on the Trans-Galactic Empire and Consortium of Civilized Worlds.
- Planet creation tables, new technology, spacecraft and equipment.
- Written by Bill Coffin.
- \$17.95 – 160 pages. Cat. No. 847 – ISBN 157457-019-6

Rifts® Dimension Book 6: *Phase World®* The Three Galaxies™

A dynamic overview of the Three Galaxies' alien technologies, people and conflicts. Tons of adventure ideas. The first printing sold out in six months! This book is hot!



- Overview of the Three Galaxies with Hook, Line & Sinker™ adventures for each.
- 16 new O.C.C.s and alien races. A half dozen monsters.
- New equipment and spacecraft and space station creation rules.
- Introducing the Demon Star, Demon Planets, and living spaceships.
- Written by Carl Gleba (some additional material by Siembieda).
- \$17.95 – 160 pages. Cat. No. 851 – ISBN 15757-078-1

Rifts® Dimension Book 7: Megaverse® Builder™

Carl Gleba, author of the popular *Phase World®: The Three Galaxies™*, has created a sourcebook and guide to help Game Masters create their *own* alien dimensions and worlds. A great tool for G.M.s and fun for players.

- Rules, suggestions and tables for generating dimensions.
- Dimensional anomalies and other strangeness.
- The Shifter "Revisited," Dimensional Familiars and new O.C.C.s.
- Many adventure ideas, including *The Mechanoids®*, and more.
- For use with *Rifts®* and *Phase World®*.
- Written by Carl Gleba. Cover by Mark Evans.
- \$13.95 – 96 pages. Cat. No. 859 – ISBN 157457-099-4

Rifts® Dimension Book 8: Naruni™ Wave Two

The Naruni are back! Returned to Rifts Earth offering a new array of weapons, armor and vehicles. And looking to give the Coalition States some payback for ousting them from the planet.

- New Naruni weapons and explosives.
- Power armor, robots, armored vehicles and more.
- The Molock Naruni Enforcer revealed at last.
- Background on the Naruni and a ton of adventure ideas.
- Written by Bellaire, Siembieda & others.
- \$13.95 – 96 pages. Cat. No. 860 – ISBN 157457-102-8

Phase World® Dimension Book 9: United Worlds of Warlock™

Magic is the technology of the UWW, and many are their secrets. One more corner of the Three Galaxies is explored, presenting key worlds, people, places, hubs, gods and cults of the UWW, as well as a variety of new spacecraft, weapons, equipment and magic.

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- New O.C.C.s, including Astral Elves, Shadow Psychics, and Void Rangers.
- New weapons, equipment, rune weapons and magic items.
- New forms of Elemental and Shadow Magic.
- Adventure ideas galore. For *Phase World®*.
- Written by Daniel Bishop and Kevin Siembieda.
- \$17.95 – 160 pages. Cat. No. 861 – ISBN 157457-103-6

Rifts® Novels

Adam Chilson's *trilogy* of novels follows a Coalition squad through a series of adventures, treachery and self-discovery.

Book One: Sonic Boom centers around a squad of Coalition soldiers on a "seek and destroy" mission to eradicate a rebel group known as "The Army of the New Order." A task they find to be more daunting and dangerous than expected. As the hunt unfolds, the plot thickens, twists, and leads to the Federation of Magic. The cliffhanger ending leaves the reader panting for more. \$7.95 – 406 pages. Cat. No. 301, ISBN 157457-026-9.

Book Two: Deception's Web starts with a bang and keeps on going. Intrigue and treachery abound, and for every few answers, there is a new question. \$7.95 – 409 pages. Cat. No. 302, ISBN 157457-029-3.

Book Three: Treacherous Awakenings. This is the big finale. Questions are answered and conflicts are resolved, but perhaps not quite the way you imagined. \$8.95 – 506 pages. Cat. No. 303, ISBN 157457-032-3.

The Rifter® Gaming Guide & Sourcebook Series

The *Rifter®* is a combination sourcebook, Game Master's guide, magazine, talent show and fan forum for the *entire* Palladium Megaverse®, not just *Rifts®*.

Each issue features optional and/or official rules, adventures, characters, O.C.C.s, R.C.C.s, psionics, magic spells, powers, villains, monsters, weapons, and other source material for the *entire* Palladium Megaverse®.

The *Rifter™* comes out four times a year and also features the latest Palladium news, coming attractions, serialized articles, fictional stories and other material. Each issue spans the Palladium Megaverse®, focusing on *Rifts®* and at least two or three other Palladium games. All material is designed exclusively for people who play our games.

Frequent contributors include Kevin Siembieda, Pat Nowak, Erick Wujcik, Wayne Breau, Todd Yoho, Carl Gleba, and James M.G. Cannon, among others.

\$9.95 – 96 pages per issue, perfect bound and looks like a regular Palladium sourcebook, and you can't touch a sourcebook that size for only ten bucks.

Subscription price. \$35.00 for a four (4) issue subscription; free shipping.

Issues #1-12 are out of print. Most issues, #13 to present, are still available on a first come, first served basis. Once sold out, that issue is retired and out of print.

Rifts® T-Shirts

Cat. No. 803-TS Dog Pack: A black T-shirt with white artwork of the classic Dog Pack illustration on page 108 of the RPG. High quality 50/50 blend. Sizes are limited to X-large and XX-large. \$14.95 each.

Cat. No. 804-TS Rifts Logo: A black T-shirt with the famous Rifts Logo in white across the chest. High quality 50/50 blend. Sizes are limited to X-large and XX-large. \$14.95 each.

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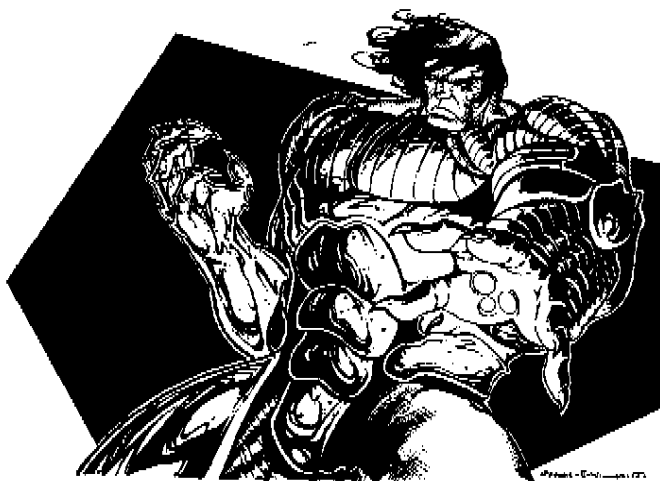
Get your favorite *Rifts®* characters as 3-Dimensional pewter figures. We've decided that the miniature market is not for us, so we've stopped producing new "minis" and are selling our remaining stock at *blow-out* prices.

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- No lead content! All of Palladium's miniatures are made of non-lead metal alloys.
- 25 mm scale with figures ranging from one to seven inches tall for a real and consistent feeling of scale.
- Most packs feature four human figures or one or two large figures.
- Some assembly and clean up may be required. Excellent quality & appearance.

Note: See the order form on page 31C for a complete list of miniatures. Available while supply lasts.



Splicers™

A new science fiction role-playing game

Splicers™ is set on a devastated world where machines rule and human beings are vermin to be hunted down and destroyed. The human struggle is complicated by a nano-virus that instantly turns metal objects touched by human flesh into killing machines. Consequently, humans have been forced to turn to organic technology to battle the world-dominating machines if they hope to reclaim any portion of their planet for themselves.

- Human O.C.C.s, strongholds, world background and plans to win back their world.
- The human's genetically grown power armor and weaponry.
- The machine mind that rules from on high and commands legions of robots.
- The nano-plague and its ramifications.
- Secret cities and epic life and death adventure.
- A new, stand-alone role-playing game heavy on science fiction.
- Mega-Damage system; compatible with *Rifts*®, *Chaos Earth*™ and *Phase World*®.
- Written by Carmen Bellaire. Additional text by Kevin Siembieda.
- \$22.95 – 192 pages. Cat. No. 200. ISBN 157457-112-5

Heroes Unlimited™, 2nd Edition

Heroes Unlimited® 2nd Edition is one of the few comic book inspired role-playing games on the market. So if you're looking to create and play *superhumans*, HU2 is the game for you. Not just superhumans, but every type of hero and villain imaginable: Aliens,



mutants, super soldiers, super-detectives, geniuses, tricksters and vigilantes, robots, power armor, cyborgs, weapons experts, martial arts masters, sorcerers, Mega-Heroes, super beings of all kinds and others!

If you're looking for a game that really cuts loose and covers every conceivable type of superhuman and hero, then this is the game you've been looking for! Plus, there are a number of sourcebooks coming out for HU2 to empower you more than ever before.

- Creation rules for virtually *every* genre of hero.
- Over 100 super-abilities plus special skills and genius.
- Over 40 psionic powers.
- Over 100 magic spells, plus enchanted weapons & objects that bestow power.
- Cyborg and robot hero creation rules.
- Super-vehicle creation rules, gimmicks and high technology.
- Secret identities and secret organizations.
- Rules clarifications, tweaks and additional information.
- *Steranko* cover and dynamic interior artwork.
- Adventure ideas, guidelines and tons of fun.
- A complete game. Easy to learn. Fun to play.
- Compatible with *Rifts*® and the entire Palladium Megaverse®.
- Written & created by Kevin Siembieda.
- \$26.95 – 352 pages. Cat. No. 500 – ISBN 157457-006-4

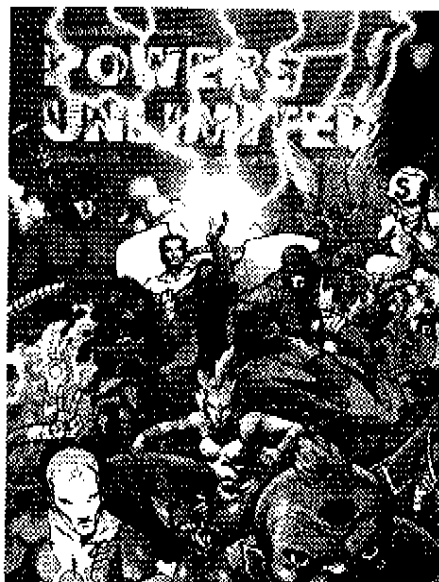
Mutant Underground™

The age of genetic engineering, mutants and superhumans has created a dangerous subculture – a mutant underground – of freaks, rejects and monsters. This book explores their world and provides a unique, urban setting for comic book style adventures.

- Dozens of mutants – villains, heroes, anti-heroes and lost souls.
- New ideas and variations for mutant humans and mutant animals.
- The secret underground society of mutants, runaways, criminals & rejects.
- Super beings who protect mutants.
- The super-villains and agencies who hunt them.
- Written by Kevin Siembieda; art by Mike Wilson.
- \$13.95 retail – 96 pages. Cat. No. 520 – ISBN 157457-065-X

Powers Unlimited™ One

Page after page of *new* super abilities by Carmen Bellaire and Kevin Siembieda: Matter Exclusion, Battle Rage, Energy Shield, Gun Limb,



Hyperdensity, Immunity to Magic, Sensory Orb, Sliding, Swing Line, Tractor Beam, Blur, Liquefaction, Mega-Wings, Weapon Melding, and more.

- More than 120 new Minor Super Abilities.
- More than 45 new Major Super Abilities.
- More than 20 new psionic powers.
- Written by Carmen Bellaire.
- \$13.95 retail – 96 pages. Cat. No. 521 – ISBN 157457-087-0

Powers Unlimited™ Two

New, amazing types of heroes via 11 new *Power Categories* and their unique abilities, gimmicks and vulnerabilities. Palladium fans have gone wild over this book.

- 11 new *Power Categories* and many sub-sets of heroes.
- Immortals, Empowered, Natural Genius, Gestalt & other heroes.
- Supersoldiers, designer (genetic) heroes, and symbiotes.
- Weaknesses, minor abilities, inventions and more.
- Written by Carmen Bellaire and others.
- \$13.95 retail – 96 pages. Cat. No. 522 – ISBN 157457-090-0

Villains Unlimited, Second Edition

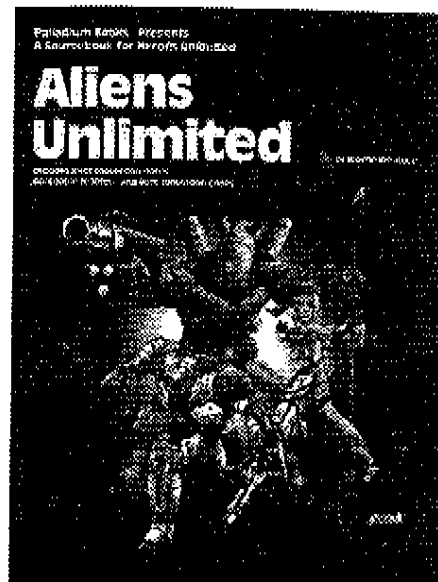
Coming 2004

An updated version for this fan favorite is scheduled of a *Summer or Fall 2004* release. Page after page of unique and interesting villains, anti-heroes, and secret organizations.

- Over 80 villains and a dozen heroes/anti-heroes.
- Secret villainous organizations like the Fabricators Inc.; eight in all.
- How to design your own super organizations.
- S.C.R.E.T. and other government agencies to counter the threat of "super humans."
- New super abilities, robots, weapons, gimmicks, and equipment.
- Written by Kevin Siembieda and Kevin Long.
- \$21.95 – 224 pages, Cat. No. 501 – ISBN not yet assigned.

Aliens Unlimited™ (One)

This giant sourcebook is packed with aliens, mutants, cyborgs, power armor, robots, weapons and super beings from across the uni-



verse. Suitable for contemporary super-hero adventures or cosmic adventure.

- Expanded alien character generation tables.
- 84 alien player character races and over a hundred aliens and monsters in all. Complete with background descriptions, powers and creation stats.
- High-tech weapons, robots, power armor and equipment.
- Secret Organizations, alien bounty hunters, govt. agencies, and more.
- The evil Atorian Empire and other villains.
- Written by Wayne Breaux Jr. and Kevin Siembieda.
- Includes *Rifts*® and *Phase World*® conversion notes throughout.
- \$20.95 – 208 pages. Cat. No. 515 – ISBN 0916211-76-2

Aliens Unlimited™ Galaxy Guide™

At last, outer space *Heroes Unlimited*™ style! The long awaited rules for space travel, combat and building spaceships. Space skills, aliens, fun and adventure.

- Spaceship construction rules. Space travel and combat rules.
- Space skills and skill programs.
- Space super abilities and magic spells.
- New alien races & worlds to explore.
- More on the Riathenor, TMC and the Atorian Empire.
- Overview of the galaxy, monsters and adventure ideas.
- Written by Wayne Breaux Jr. & Kevin Siembieda.
- \$20.95 – 224 pages. Cat. No. 519 – ISBN 157457-054-4

Heroes Unlimited™ G.M.'s Guide

A big adventure sourcebook with Game Master guidelines, reference information, playing tips, optional rules, clarifications, additional equipment, new characters, new villains, new magic, ten adventures and adventure ideas.

- Rampage combat rules and quick roll villains.
- Vigilantes and the law. Crime and punishment.
- Anti-Heroes and tips on playing in character.
- Vehicles and equipment. New magic and more.
- Game Master (and player) tips, alignment guidelines.
- 10 full adventures and ideas for more.
- Written by Wayne Breaux Jr. & Kevin Siembieda.

- Temporarily out of stock -- back in print Summer 2004.
- \$20.95 – 224 pages. Cat. No. 516 – ISBN 157457-035-8



Century Station™

The entire city of Century Station is described, complete with its resident heroes, villains, underworld, and notable people and places.

- Over 40 villains, 50 heroes, 101 adventure ideas (really), and heart-stopping artwork (starting with the cover). This book has it all!
- Over 90 NPCs: 51 villains, 40 heroes & others.
- The Mega-City mapped and described.
- Criminal masterminds and syndicates. The Sector and anti-alien groups.
- 101 adventure settings and ideas.
- Written by Bill Coffin. Cover by Zeleznik.
- \$20.95 – 224 pages. Cat. No. 517 – ISBN 157457-040-4

Gramercy Island™

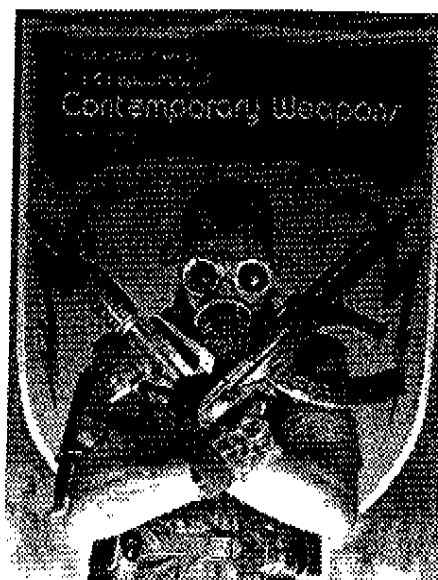
Gramercy Island is a penitentiary in the tradition of Alcatraz and Ryker's, only it specializes in the containment of "superhumans." A great sourcebook for G.M.s and players alike with scores of villains, Mega-villains, and lunatics.

- Over 90 new super-villains & criminal masterminds.
- The prison, described and mapped. Superhuman containment systems.
- The superhuman prison culture and secrets.
- 101 adventure ideas.
- Written by Bill Coffin, additional text by Kevin Siembieda.
- \$20.95 – 224 pages. Cat. No. 518 – ISBN 157457-055-2

Coming in 2004 for HU2

Atorian Empire

Powers Unlimited Three – and more . . .



Compendium of Contemporary Weapons

The ultimate weapons reference! Suitable for use with all role-playing games of modern combat from military to super-heroes. Ideal for Palladium's Heroes Unlimited™, Ninjas & Superspies™, Beyond the Supernatural™, and RECON®.

- Easily adaptable to ANY game system!!
- Over 400 weapons from around the world!
- Machine-guns, submachine-guns, bazookas, LAWs & mortars.
- Rifles, shotguns, pistols, revolvers, knives and modern body armor.
- EOD equipment, grenades, riot control and pyrotechnic devices.
- Tanks, APCs, armored cars, and light artillery.
- Scopes, surveillance, special rounds and combat accessories.
- Optional rules for determining damage, shock and blood loss.
- Optional hit location tables. Every weapon is illustrated.
- Written by Maryann Siembieda.
- \$19.95 – 176 pages. Cat. No. 415 – ISBN 0916211-65-7

Revised Ninjas & Superspies™

Forty (40) forms of martial arts combat as you have never seen them in any other role-playing game.

Oriental combat skills accurately portrayed, each with its own unique fighting style, methods of attack and defense presented on an epic scale, complete with legendary mystic powers. Cyber agents, gadgets, secret organizations, secret identities, gimmick weapons and clothing, cyber-disguises, implants, and more.

- Completely compatible with Heroes Unlimited™, Rifts®, and the entire Palladium Megaverse®!
- 17 Occupational Character Classes for spies, mercenaries, martial artists and special operatives.
- 40 types of hand to hand combat — effectively offering 40 types of martial arts character classes!
- 48 mystic martial art super-powers.
- Dim Mak, Chi Mastery, the Arts of Invisibility and more.
- Bionic implants, disguises and attachments.



- Weapons, equipment, gimmicks and creating super-vehicles.
- Secret identities and spy agencies.
- Rules for creating Secret Organizations.
- Compatible with *Heroes Unlimited*™, *Ninjas & Superspies*™, *After the Bomb*™, *BTS*™, *Nightbane*® & *Rifts*®.
- \$16.95 – 176 pages – Written by Erick Wujcik.
- Cat. No. 525 – ISBN 0-916211-31-2

Mystic China

China as you never envisioned it! Ancient magic, martial arts masters, supernatural predators, and the dark underworld of mystic China as you have never dreamed.

- 14 new classes of Chinese Martial arts.
- Mudra — The power to deflect any attack.
- More Atemi, Chi, Katas, Zenjoriki, and other mystic abilities.
- Over a dozen new character classes suitable for *Rifts*® China, *Heroes Unlimited*™, *Ninjas & Superspies*™, *BTS*™ and *Nightbane*®. Including the Wu Mage, Blind Mystic, Fang Shih the Master of Geomancy, Monster Hunters, Hong Kong millionaires, and many more.
- Chi magic with 87 new spells, Geomancy, Celestial calligraphy and more.
- 10 different types of Immortals imprisoned for centuries now make their bid to enslave the human race and achieve ultimate power. Adventures and adventure ideas.
- Written by Erick Wujcik.
- \$19.95 – 208 pages. Cat. No. 526 – ISBN 0916211-77-0

After the Bomb® RPG

The last bastions of human civilization slowly crawl out from the ashes – only they are not alone. A new breed of life lays claim to much of the world: intelligent mutant animals! Some are barbaric and monstrous, others seek to build a new and better world.

After the Bomb® is a complete game in and of itself. Easy to learn and a blast to play. Everything one needs to play except dice, players and imagination. Fun for ages 12 to 60.

- Nearly 100 mutant animals, more if you include the many additional “breeds” tables. Plus, human mutation.
- Expansive mutant animal section.
- Over 40 mutant animal powers – many more if you include the weird abilities exclusive to certain animal species, breeds and genetic “chimeras.”

- Chimeras, the product of genetic engineering.
- Mutant animal psionics, appearance and background tables.
- Five adventures, world history, background & the Empire of Humanity.
- Compatible with *Heroes Unlimited*™ 2nd Edition.
- Still \$20.95 retail – 224 pages. Cat. No. 503 – ISBN 0-916211-15-0

After the Bomb® Sourcebooks

Road Hogs™: 20 new mutant animals, vehicle combat and creation rules, four adventures. \$7.95 – 48 pages. By Erick Wujcik. Cat. No. 505 – ISBN 0-916211-20-7.

Mutants Down Under™: Nearly 30 new mutant animals from Australia. Plus giant insects, Dream Time magic, psionic powers, airship construction, new villains, and adventures. \$7.95 – 48 pages. By Erick Wujcik. Cat. No. 507 – ISBN 0-916211-34-7.

Mutants of the Yucatan™: Over 20 new mutant animals, more trouble from the Empire of Humanity, and adventures. By Wujcik. \$7.95 – 48 pages. Cat. No. 511 – ISBN 0-916211-44-4.

Mutants in Avalon™: King Arthur is back, but as a mutant animal! More mutant animals, mutant insects, druids, druid magic, invasion and adventure. \$9.95 – 80 pages. Cat. No. 513 – ISBN 0-916211-47-9.

Mutants in Orbit™: Killer satellites, space stations, a moon base, new villains, monstrous insects, adventure ideas and more. \$11.95 – 120 pages. Cat. No. 514 – ISBN 0-916211-48-7.



Beyond the Supernatural™

2nd Edition RPG

We want to make *BTS-2* the ultimate game of horror, mystery and the supernatural. The game has been completely rewritten to be more menacing, frightening and evocative than ever.

The setting is our modern world. A place and time where science refutes old ideas of magic, ghosts, demons and psychic phenomena, only they all exist! Magic and the supernatural are real. Psychic abilities and the paranormal are real. Only a tiny handful of people gifted with paranormal abilities know the truth.

The player characters are people who have glimpsed the truth and seek to learn more. They know the supernatural is real, and recognize the wonders and dangers it represents. They dare to function outside the mainstream and explore dark, shadowy corners few would dare to tread. Most are born with rare gifts of psychic awareness or privy to magic and other dark secrets. All are outcasts, oddballs and the insatiable.

bly curious. Unable to turn a blind eye, they seek to learn more, and face the supernatural forces that walk our streets unfettered because society, science and the law turns a blind eye to them.

Characters wield forbidden and secret knowledge that helps them navigate through a world of magic, superstition, disbelief and monsters that science and sane men claim don't exist. They are the unsung heroes behind the scenes trying to protect their fellow man, while they simultaneously seek to unravel the mysteries of the unknown.

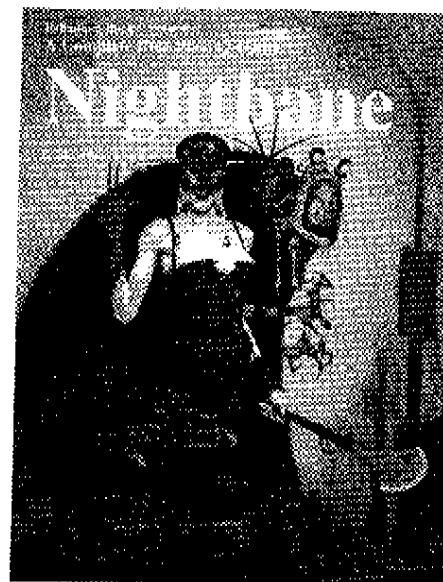
- New psychic, magic and spiritual O.C.C.s.
- Magic, psychic and weird abilities.
- Victor Lazlo and his lasting legacy: The Lazlo Agency.
- More world background and guides to adventure.
- Horror, mystery, monsters, and more.
- Adventure ideas and guidelines.
- Written by Kevin Siembieda & Randy McCall.
- Soft cover \$22.95 – 192 pages. Cat. No. 700 – ISBN 157457-083-8
- Limited edition hardcover \$50.00 – 192 pages. Cat. No. 7000; available only from Palladium Books while supplies last. Limited to 500 signed and numbered copies.



Coming for Beyond the Supernatural 2™

Tome Grotesque, a book of demons, monsters and supernatural horrors, known and unknown throughout history. Probably \$17.95 – 160 pages.

Arcanum, a book filled with ancient magic, forbidden knowledge, charms, talismans, magic weapons, wondrous devices, deadly artifacts, and dark passages. Probably \$17.95 – 160 pages.



Nightbane® Horror Role-Playing Game Series

The Nightbane® appeared after *Dark Day*, the day the sun failed to rise. The world was imperceptibly changed that day, for a supernatural power known as the Nightlords seized control of the world governments. The inhuman minions now lurk in the shadows, assume the shape of others and work behind the scenes to enslave all mankind.

Only a handful seem to be aware of the change, among them the Nightbane. Ordinary humans given the gift to transform into powerful supernatural beings. The human "Facade" is their old self, their human face, the "Morphus" their new self, the supernatural being they have become. If there is a problem, it is that the Nightbane can use their supernatural abilities only by transforming into their superhuman Morphus, and the Morphus always has an unmistakably inhuman appearance. Though a Nightbane Morphus may be beautiful, most are horrifying and ugly, and not even the Nightbane know why. Additionally, one just wakes up, one day, as a Nightbane. There is no instruction manual or guidelines, and one must come to terms with the change on their own terms.

The Nightbane are also coming to realize they may have a special destiny, for the evil Nightlords fear and hunt their kind, making them the natural enemy of the "establishment" in more ways than one.

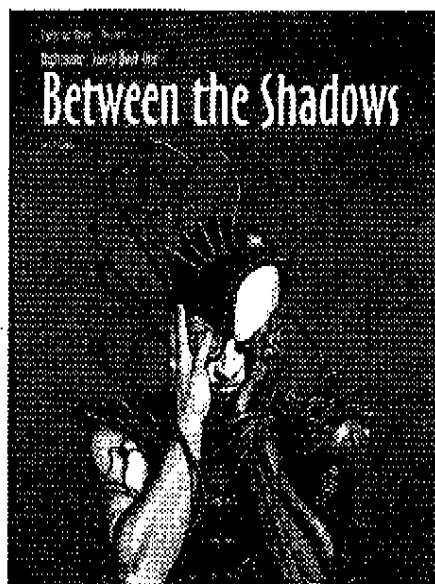
A truly off-beat setting with unlikely heroes that combines elements of the super-heroic with horror, conspiracy and suspense.

- Information about *Dark Day* and the Nightlords.
- Nightbane O.C.C.s; more than a dozen O.C.C.s in all.
- Nightbane Morphus Tables, "talents" (special powers) & magic.
- The Nightlords and their minions.
- Additional creatures of the night.
- World information and adventure ideas.
- Written by C.J. Carella. Cover by Brom.
- \$20.95 – 240 pages. Cat. No. 730 – ISBN 0916211-86-X

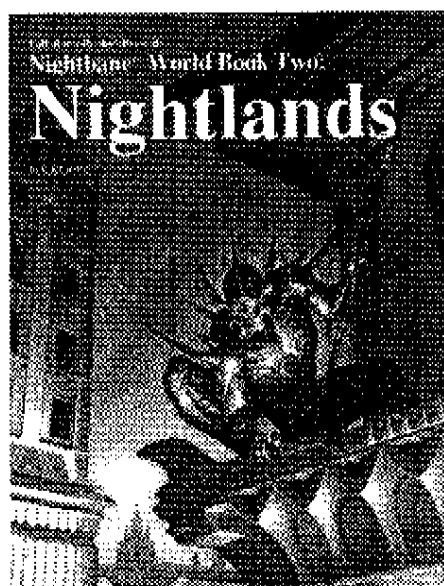
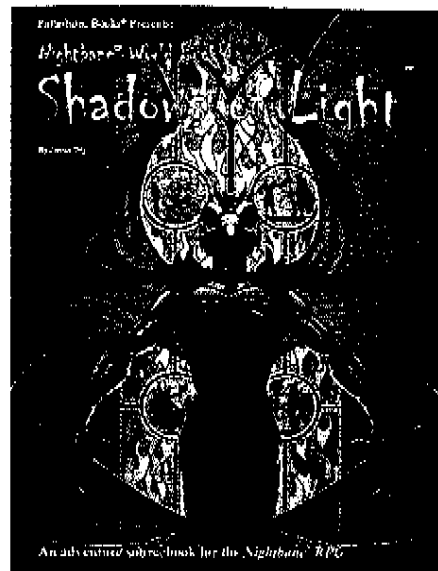
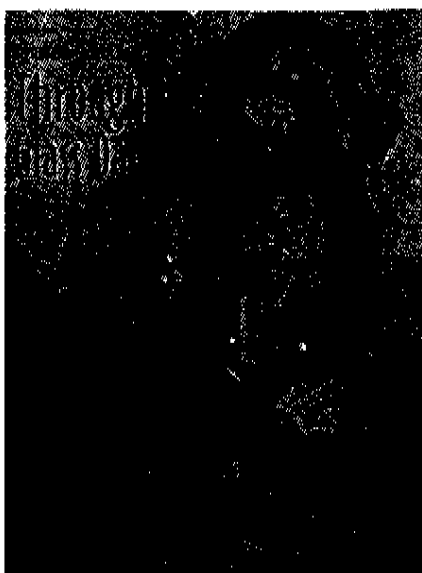
Nightbane®: Between the Shadows™

Thousands (perhaps tens of thousands) of people have discovered another fabric of reality concealed *between the shadows* of the world they once knew. A terrifying world of the supernatural of which they are charter members — they are the Nightbane™.

- More information about the shadow world of the Nightbane.
- More details about the Nightbane and Nightlands.



- Discover the *Astral Plane* and the *Dreamstream*.
- Additional Nightbane Talents, Morpheus shapes and data.
- Additional character classes like the Astral Mage.
- Additional psionic abilities and campaign ideas.
- Written by C.J. Carella.
- \$16.95 – 144 pages. Cat. No. 731 – ISBN 0916211-90-8



Nightbane®: Nightlands™

Nightlands™ takes the players into the strange and frightening domain of the demonic *Nightlords*! Places like *Doom Harbor*, a twisted version of New York City, and *Devil City*, the Nightlands' evil, mirror image of Los Angeles, and others. Discover the true power behind the Ba'al and their plans for Earth and the Nightbane.

- The world and people of the Nightlands™ revealed!
- The Hierarchy of the Nightlords.
- A slew of demons, monsters and villains.
- New character classes and strange powers.
- More Nightbane™ Talents, Morpheus shapes and data.
- Campaign and adventure ideas.
- Written by C.J. Carella.
- \$16.95 – 160 pages. Cat. No. 732 – ISBN 0916211-97-5

Nightbane®:

Through the Glass Darkly™

Could magic spells be alive and intelligent? Can they take on a life and identity all their own? These and other questions are addressed as **Through the Glass Darkly** explores the underground world of magic and sorcerers in the world of the **Nightbane™**

- Magical O.C.C.s, like the *Flesh Sculptor*, *Cybermage*, & *Mirror Mage*.
- Over 50 new magic spells.
- Magic artifacts, talismans and charms.
- Rules for creating variant magic and modifying current spells.
- *Nemesis R.C.C.* – a dangerous reflection from the Nightlands.
- Three adventures, scores of adventure ideas and more.
- Cover by Fred Fields. Written by Kevin Hassall.
- \$16.95 – 152 pages. Cat. No. 733 – ISBN 157457-004-8



Shadows of Light

A Nightbane® Sourcebook

The forces of Light and Darkness clash as never before in the modern realm of **Nightbane®**. *Shadows of Light* is the first new sourcebook for **Nightbane®** in three years, and it is epic! The first of several new sourcebooks coming your way.

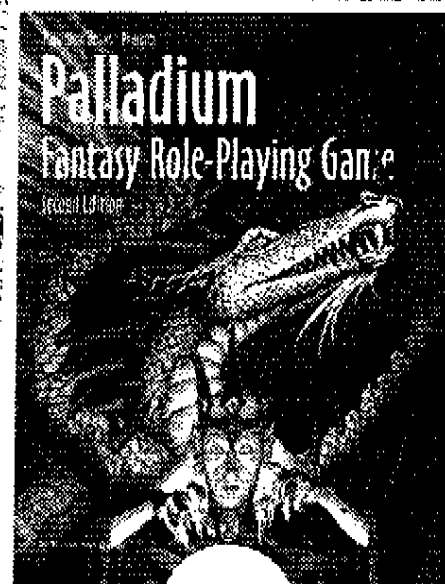
- More on the *Lightbringers*, *Nocturnes* and other factions.
- *Psychic Agents* and new psionic powers.
- Introducing the angel-like *Athanatos*.
- *Fallen Guardians* and the mystery of the *Reapers*.
- The vampire conspiracy and an outline for adventure.
- Written by Jason Vey. Cover by Scott Johnson.
- \$17.95 – 160 pages. Cat. No. 734 – ISBN 157457-088-9



The Palladium Fantasy Role-Playing Game®, 2nd Edition

The Palladium World has delighted gamers with epic fantasy for over 20 years. A world torn in conflict with the non-human barbaric races, creatures of magic and supernatural forces.

Non-Human playing characters provide a host of unusual creatures as regular characters. They include the feared Changeling who can assume the shape and appearance of any humanoid. The giant races of Troll, Ogre and Wolfen. The small and agile Goblin, Kobold,



Gnome and the mighty Dwarf, as well as Elf, human, and dozens of "optional" creatures found in both the **Palladium RPG** and **Monsters & Animals**.

The skill system embellishes characters with knowledge and abilities that make him or her more than a simple fighter or mage.

Combat is realistic with strikes, parries, dodges and considerations for shields and armor. Yet it remains extremely quick and playable.

An Experience System in which characters are rewarded for acts of ingenuity, ideas, cunning, discretion, trickery and bravery. Not hack and slash.

Magic: Over 300 spells, plus elemental magic, circles, symbols and runes are yours to command. The most original forms of magic found only in the Palladium RPG are the Diabolist and Summoner. The Diabolist casts no spells, instead he uses the nearly forgotten magic of wards (mystic symbols) and circles of power. The Summoner too, is versed in the mystic arts of magic circle making, but his is a far more dangerous and often malevolent power, for he dares to summon and command creatures of magic.

The Wizard, Warlock, Priest and other more traditional characters also break away from their more common game molds, with a vast array of spells and abilities that make them truly unique.

The basic game is everything one needs to play. The 336 page rule book lays out the exotic fantasy world of Palladium with unique disciplines of magic, powers and races unlike those of most other RPGs. The Palladium Fantasy RPG® includes:

- Step by step character creation that is easy and fun. Create fictional characters that will come to vivid life.
- Fast, realistic combat, with initiative, parries, dodges, entanglement, paired weapons and more. Warriors and men at arms with real power and distinct skills.
- Over 20 character classes with in-depth skills and training. Wolfen, Changelings, Ogres, Orcs, Goblins, Kobolds, Dwarves, Elves and other inhuman races available as player characters.
- Over 300 magic spells for the Wizard character. 60 wards for the Diabolist, 50 magic circles for the mystical Summoner, Druids, Healers, Priests and others, too.
- 80 psionic powers for the Mind Mage.
- Magic items, rune weapons, potions, poisons and herbs, armor and weapons.
- Demons, world information and more.
- Written by Kevin Siembieda.
- \$26.95 - 352 pages. Cat. No. 450 - ISBN 0916211-91-6

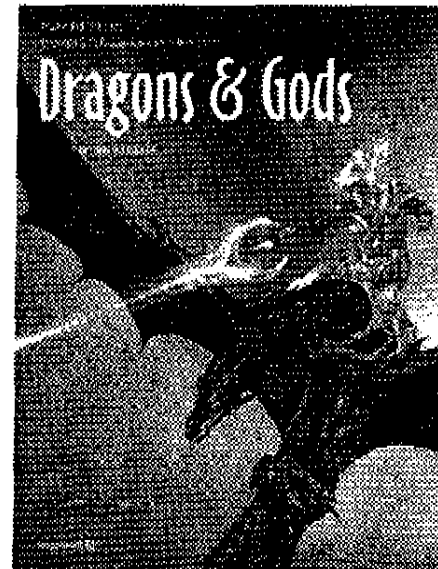
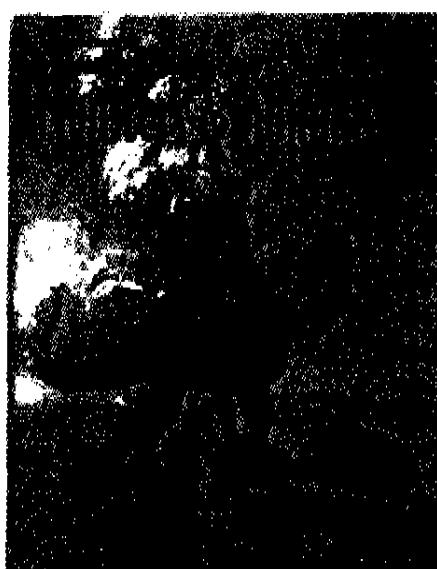
Wolfen Empire Sourcebook

(Replaces Adventures in the Northern Wilderness)

The Wolfen Empire sourcebook outlines Wolfen society, land holdings and culture, helping to set the stage for the coming *Wolfen War*.

The adventures are set in the Great Northern Wilderness and lead our heroes into the heart of Wolfen country.

- History and details about the 12 Wolfen Tribes.
- Information about Wolfen society and economics.
- The Wolfen Army and the Coyle Hordes.



- Allied races and places, and Killer Winters.
- Six complete adventures and additional monsters.
- 101 adventure ideas and more.
- Written by Erick Wujcik, Kevin Siembieda, Bill Coffin and others.
- \$17.95 - 160 pages. Cat. No. 471 - ISBN 157457-063-3

Monsters and Animals™, 2nd Edition

A big juicy book of strange and exotic creatures, monsters and animals. Most of its 90 monsters are new and original, not the usual fare of typical monsters from myth. Many, like the Bearman, Coyle, Eandroth, giant Rahu-Man, Ratling, Dwarvling, Lizard Mage, and others are available as optional player character races.

Players of the Palladium RPG will find the Palladium World brought into clearer focus, with much more information about the world over-all and the creatures that inhabit it. The conniving Watnix, the ferocious Devil Digger, Bogeymen, Beast Dragon, Rock Crawler, Scorpion Devil, Snaggletooth Gobbler, Serpent Beast, Tri-Fang, Waterbat and Wing Tips, are but a few of the wondrous creatures waiting to fill your campaign.

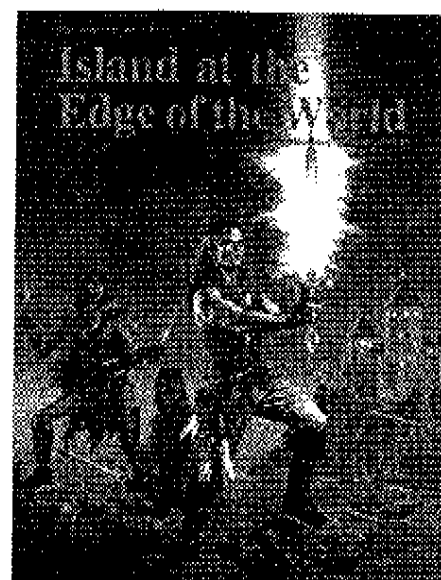
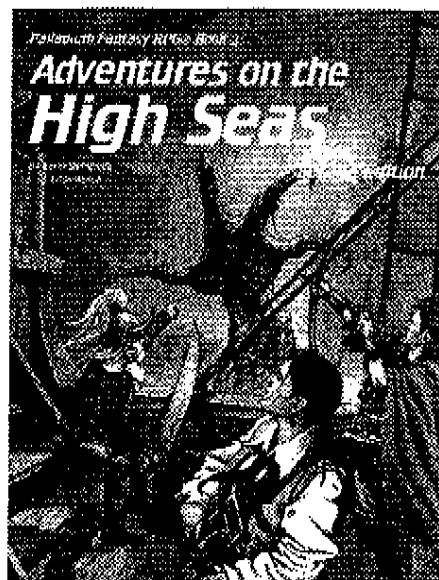
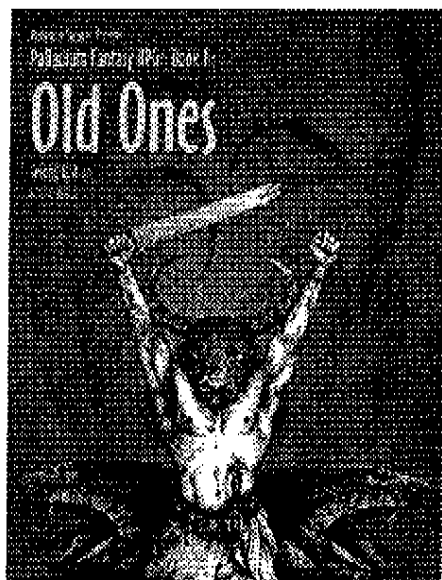
The second section of the book contains complete stats on nearly 200 real animals, from canines and felines to poisonous snakes and birds of prey.

Suitable for use with the *Palladium Fantasy RPG®*, *Rifts®*, *Heroes Unlimited™*, and *Beyond the Supernatural™*, or any fantasy game.

- 90 Monsters including some optional as player characters.
- Nearly 200 animals.
- Each monster and animal has a map showing its range of habitation in the Palladium World. Includes *Rifts®* conversion notes.
- World information and adventure ideas.
- Written and illustrated by Kevin Siembieda.
- Written and illustrated by Kevin Siembieda.
- \$22.95 - 240 pages (back in stock this Summer).
- Cat. No. 454 - ISBN 0916211-12-6

Palladium Book of Dragons & Gods

An expansive book about the mythical dragons and gods of the Palladium World. Includes sections about Dragonwright, the Gods of Taut, Elementals, Demon Lords, dragons, and the forces of light and dark.



Suitable for use with the *Palladium Fantasy RPG®*, *Rifts®*, *Heroes Unlimited™*, and *Beyond the Supernatural™*, or any fantasy game.

- 14 dragons including the Hydra, Lo-Dox and others.
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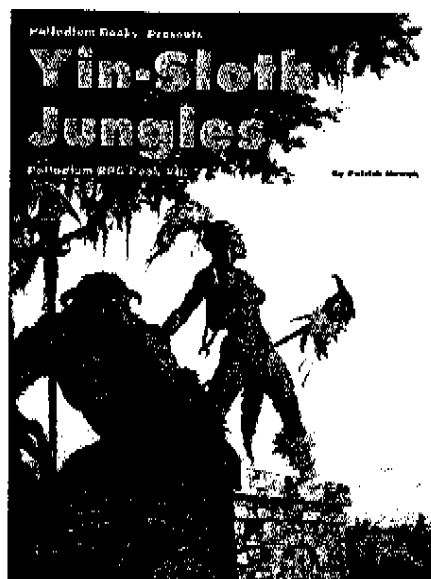
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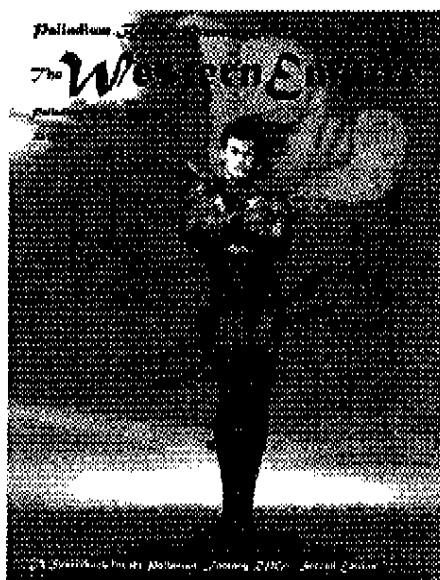
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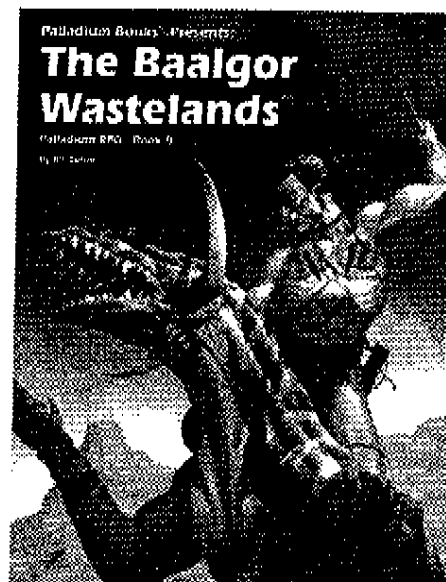
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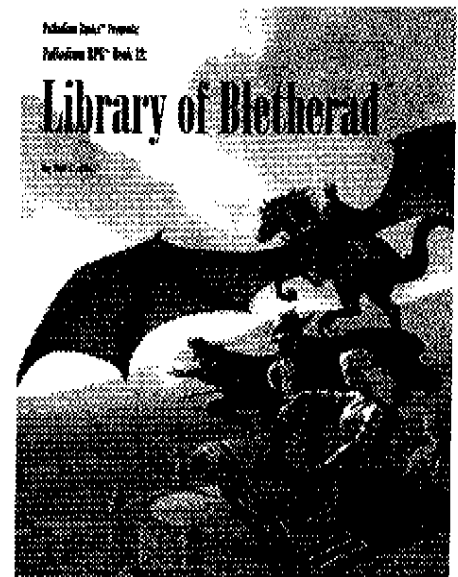
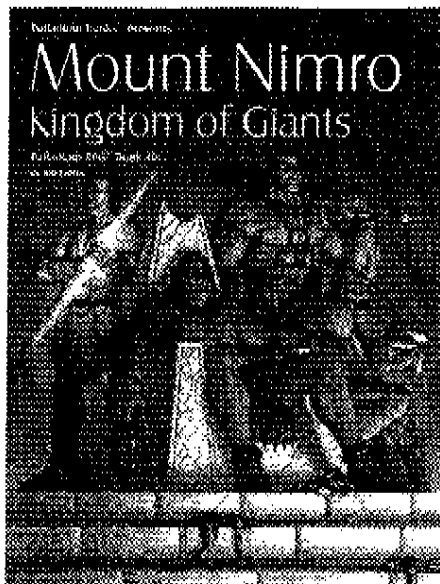
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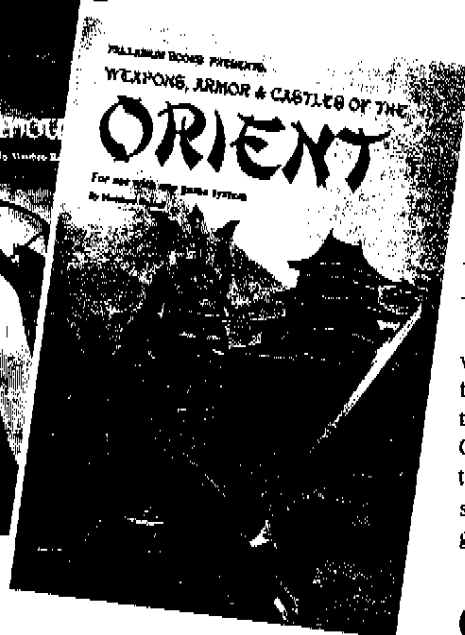
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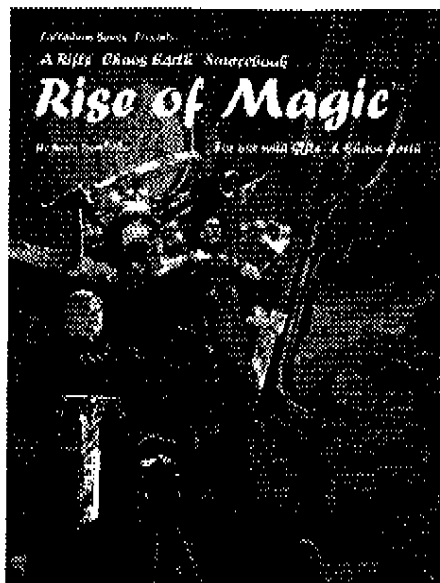
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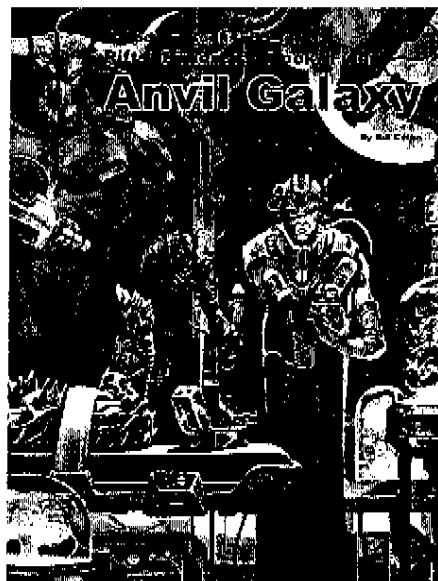
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